

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

SUBMIT IN **TRIPPLICATE***
(Other instructions on
reverse side)

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

1a. Type of Work

DRILL ☒DEEPEN ☐PLUG BACK ☐

b. Type of Well

Oil Well ☒Gas Well ☐Other ☐Single Zone ☐Multiple Zone ☐

2. Name of Operator

Chandler & Associates, Inc.

3. Address of Operator

475 Seventeenth Street, Suite 1000 Denver, CO 80202 (303) 295-0400

4. Location of Well (Report location clearly and in accordance with any State requirements.)*

At surface

2399' FSL 2116' FWL

At proposed prod. zone

5. Lease Designation and Serial No.

ML-22049

6. If Indian, Allottee or Tribe Name

N/A

7. Unit Agreement Name

Glen Bench

8. Farm or Lease Name

Glen Bench Unit

9. Well No.

#11-16-8-22

10. Field and Pool, or Wildcat

Glen Bench

11. Sec., T., R., M., or Blk.
and Survey or Area

Sec. 16, T8S, R22E, S.L.B.&M

14. Distance in miles and direction from nearest town or post office*

See Topo Map "A" (attached)

12. County or Parrish 13. State

Uintah

Utah

15. Distance from proposed*

location to nearest

property or lease line, ft.

(Also to nearest drlg. line, if any)

2116'

16. No. of acres in lease

640

17. No. of acres assigned

to this well

40

18. Distance from proposed location*
to nearest well, drilling, completed,
or applied for, on this lease, ft.

1200'

19. Proposed depth

5410'

20. Rotary or cable tools

Rotary

21. Elevations (Show whether DF, RT, GR, etc.)

4891' GR.

22. Approx. date work will start*

A.S.A.P.

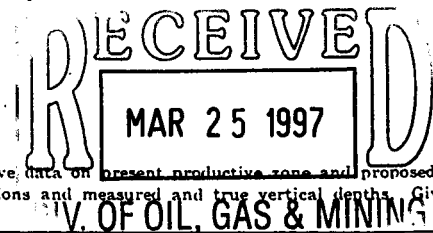
23.

PROPOSED CASING AND CEMENTING PROGRAM

Size of Hole	Size of Casing	Weight per Foot	Setting Depth	Quantity of Cement
12 1/4"	8 5/8"	24# (ST&C)	400'	(See attached drilling plan
7 7/8"	5 1/2"	15.5# (LT&C)	5410'	(See attached drilling plan

1. M.I.R.U.
2. Drill to T.D. 5410'
3. Run 5 1/2" casing if commercial production is indicated.
4. If dry hole, well will be plugged and abandoned as instructed by the State.
5. Well will be drilled with fresh water to 5000' then Chem Gel mud to T.D.
Mud will be in place to run 5 1/2" casing.

I hereby certify that I am responsible by the terms and conditions of the lease to conduct lease operations. Bond coverage pursuant to 43 CFR 3104 for lease activities is being provided by Chandler & Associates, Inc. Bond #124290364.



IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24.

Signed

Robert L. Kay

Title Agent for Chandler

Date 3/24/97

(This space for Federal or State office use)

Permit No.

43-047-32857

Approval Date

Approved by

John R. Baya

Title

Petroleum Engineer

Date

4/30/97

Conditions of approval, if any:

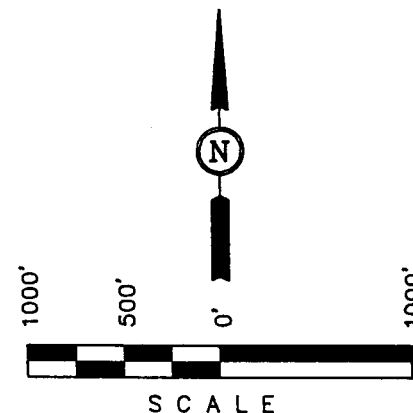
T8S, R22E, S.L.B.&M.

CHANDLER & ASSOCIATES, INC.

Well location, GLEN BENCH UNIT #11-16-8-22, located as shown in the NE 1/4 SW 1/4 of Section 16, T8S, R22E, S.L.B.&M. Uintah County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION AT THE NORTHWEST CORNER OF SECTION 16, T8S, R22E, S.L.B.&M. TAKEN FROM THE RED WASH NW, QUADRANGLE, UTAH, UTAH COUNTY 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5038 FEET.



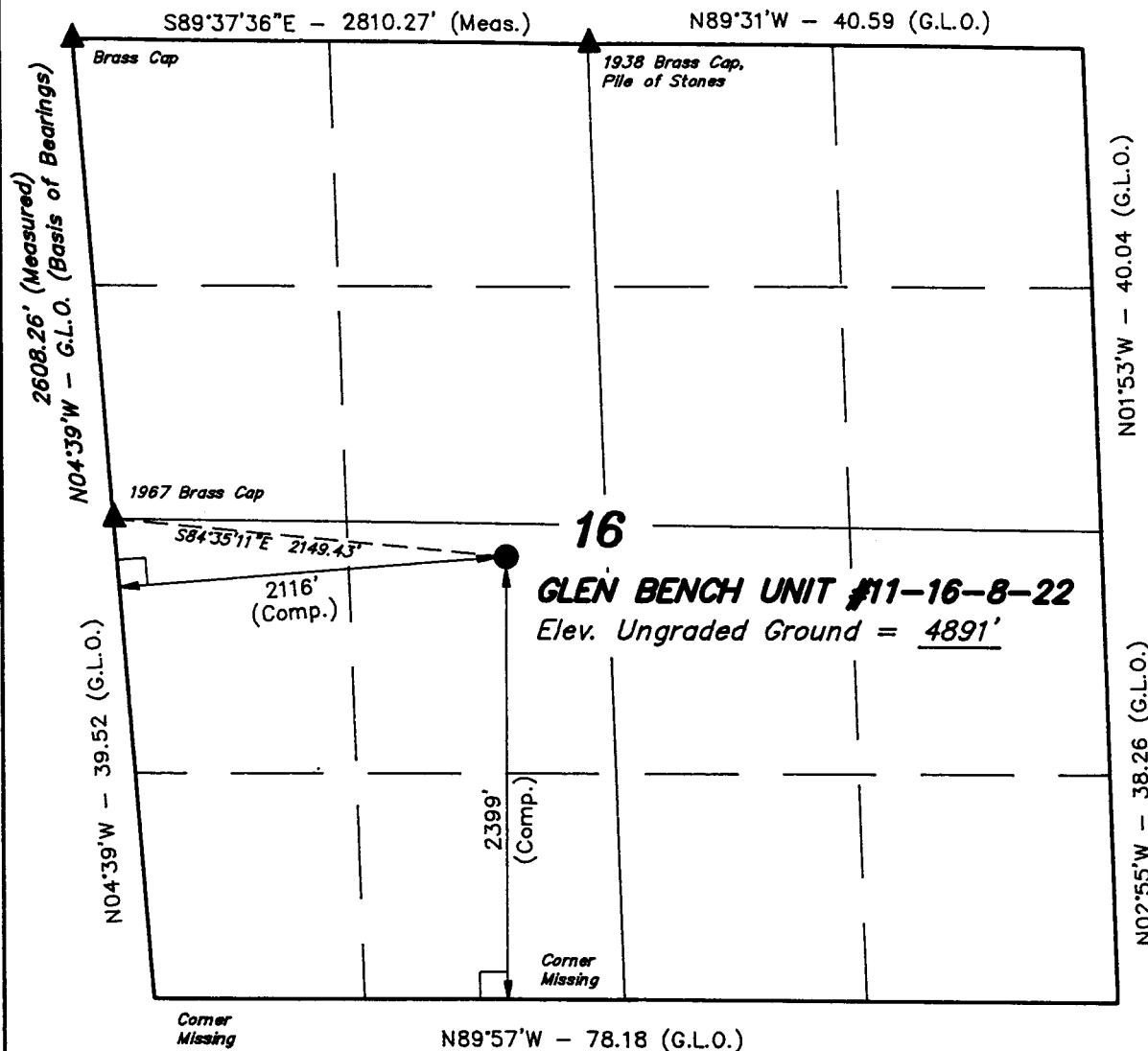
CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(801) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 3-4-97	DATE DRAWN: 3-18-97
PARTY L.D.T. B.G. C.B.T.	REFERENCES G.L.O. PLAT	
WEATHER COOL	FILE CHANDLER & ASSOCIATES, INC.	



LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

STATE OF UTAH
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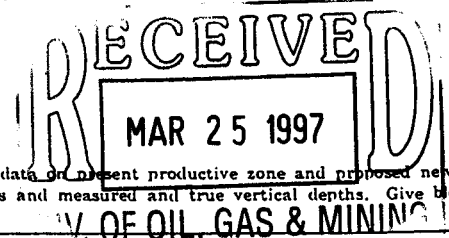
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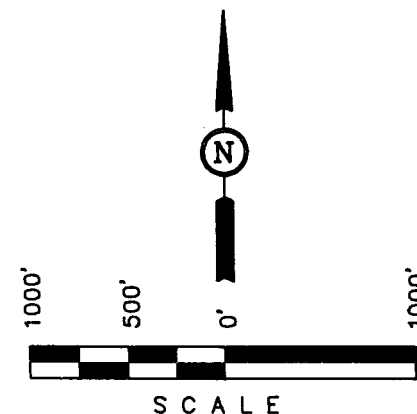
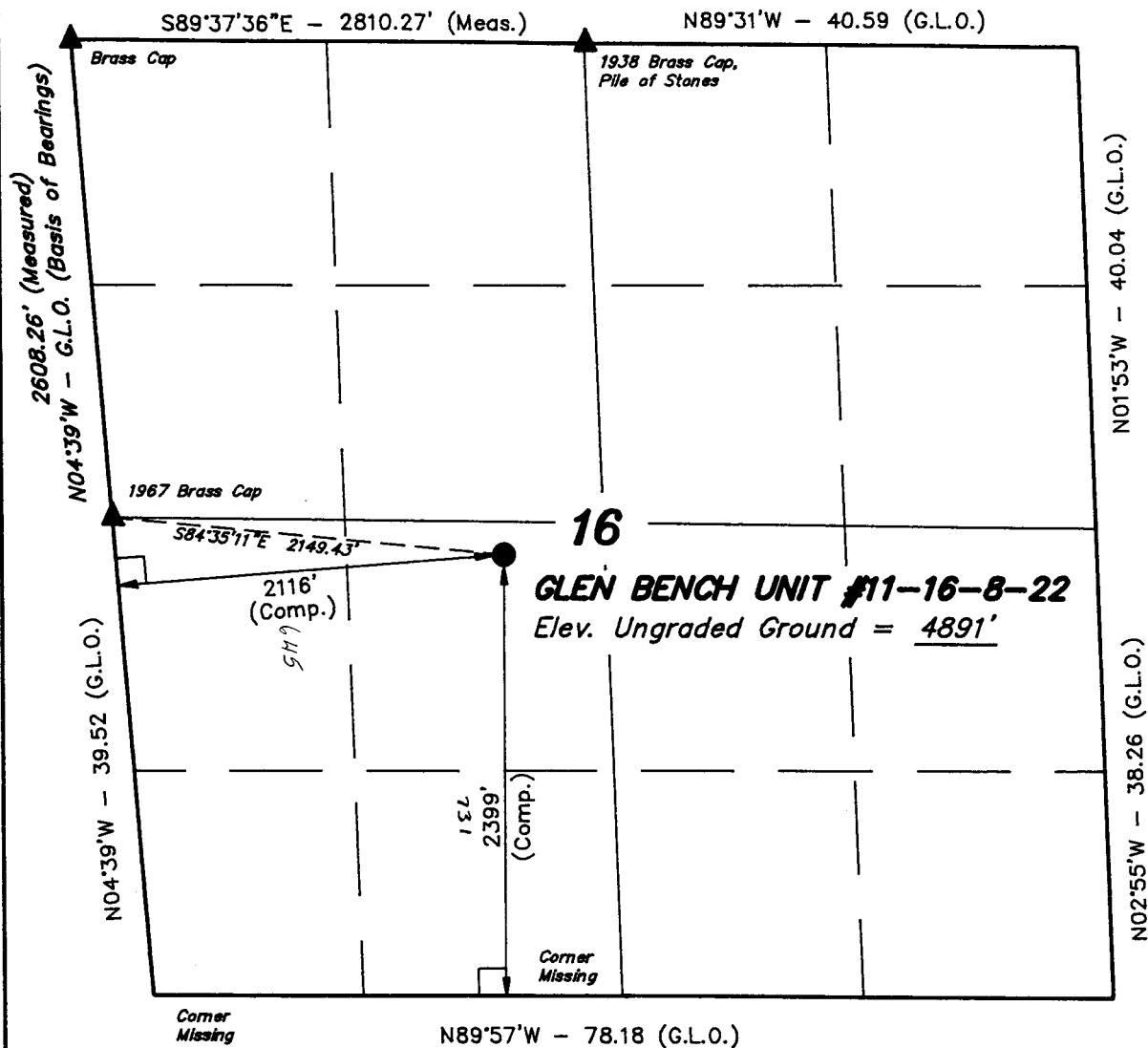
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Robert L. Key
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 81310
 STATE OF UTAH

UINTAH ENGINEERING & LAND SURVEYING

85 SOUTH 200 EAST - VERNAL, UTAH 84078

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CHANDLER & ASSOCIATES, INC.
DRILLING PLAN FOR THE
GLEN BENCH UNIT #11-16-8-22

I. DRILLING PLAN:

1. Geological Surface Formation: Uintah

2. Estimated Tops:

<u>Name</u>	<u>Top</u>	<u>Prod. Phase Anticipated</u>
"Sage Grouse" Zone	3580'	
"Y" Marker	4860'	
Glen Bench Ss	5003'	Oil
White River Ss	5264'	
"7-16" Ss	5354'	

3. CASING PROGRAM:

	<u>Depth</u>	<u>Hole Size</u>	<u>Csg. Size</u>	<u>Type</u>	<u>Weight</u>
Surface	400'	12-1/4"	8-5/8"	K-55 (st&c)	24#/ft (new)
Prod.	5410'	7-7/8"	5-1/2"	K-55 (lt&c)	15.5#/ft (new)

4. Operator's Specification for Pressure Control Equipment:

- A. 2,000 psi W.P. Double Gate BOP or Single Gate BOP (Schematic attached).
- B. Functional test daily.
- C. All casing strings shall be pressure-tested (0.2 psi/foot or 1500 psi, whichever is greater) prior to drilling the plug after cementing; test pressure shall not exceed the internal yield pressure of the casing.
- D. All ram-type preventers and related control equipment shall be tested at the rated working pressure of the stack assembly or at 70 percent of the minimum internal yield pressure of the casing, whichever is less. Tests shall be done at the time of installation, prior to drilling out, and weekly. All tests shall be for a period of 15 minutes.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

5. Auxiliary Equipment:

- A. Kelly Cock - yes.
- B. Float at the bit - no.
- C. Monitoring equipment on the mud system - visually.
- D. Full opening safety valve on rig floor - yes.
- E. Rotating head - no.
- F. The blooie line shall be a least 6" in diameter and extend at least 100' from the wellbore into the reserve/blooie pit.
- G. Blooie line ignition shall be provided by a continuous pilot (ignited when drilling below 500').
- H. Compressor shall be tied directly to the blooie line through a manifold.
- I. A mistor with a continuous stream of water shall be installed near the end of the blooie lines for dust suppression.

6. Proposed Circulating Medium:

<u>Depth</u>	<u>Mud Type</u>	<u>Density (lb./gal)</u>	<u>Viscosity</u>	<u>Water Loss</u>
0'-5000'	Fresh Water	8.4	30	No Control
5000-TD	Chem Gel	8.8	30-35	10 cc or less

7. Testing, Logging, and Coring Program:

- A. Cores - None anticipated.
- B. DST - none anticipated.
- C. Logging - DIL-GR (TD to base of surface casing).
CNL/Litho Density (TD to base of surface casing).

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

- D. Formation and Completion Interval: Green River interval, final determination of completion will be made by analysis of logs.
Stimulation - Stimulation will be designed for the particular area of interest as encountered.
- E. Frac gradient - approximately .80 psi/ft.

8. Cementing Program:

<u>Casing</u>	<u>Volume</u>	<u>Type & Additives</u>
Surface	250 sx	Class "G" w/2% CaCl ₂ 1/4#/sk cello seal (based on 100% access)
Production	760 sx*	460 sx Super "G" followed by 300 sx Class "G".

Cement Characteristics:

Class "G" - yield = 1.18 cu.ft. per. sack
weight = 15.8 lb./gal
strength = 3200 psi in 72 hrs @ 135 degrees

Super "G" - yield = 2.76 cu.ft. Per. Sack
weight = 11.08 lb./gal.
Strength = 630 psi in 72 hrs @135 degrees

* Final cement volumes to be calculated from caliper log with an attempt to be made to circulate cement to the surface. A bond log will be run across the zone of interest and across zones as required by the authorized officer to insure protection of natural resources.

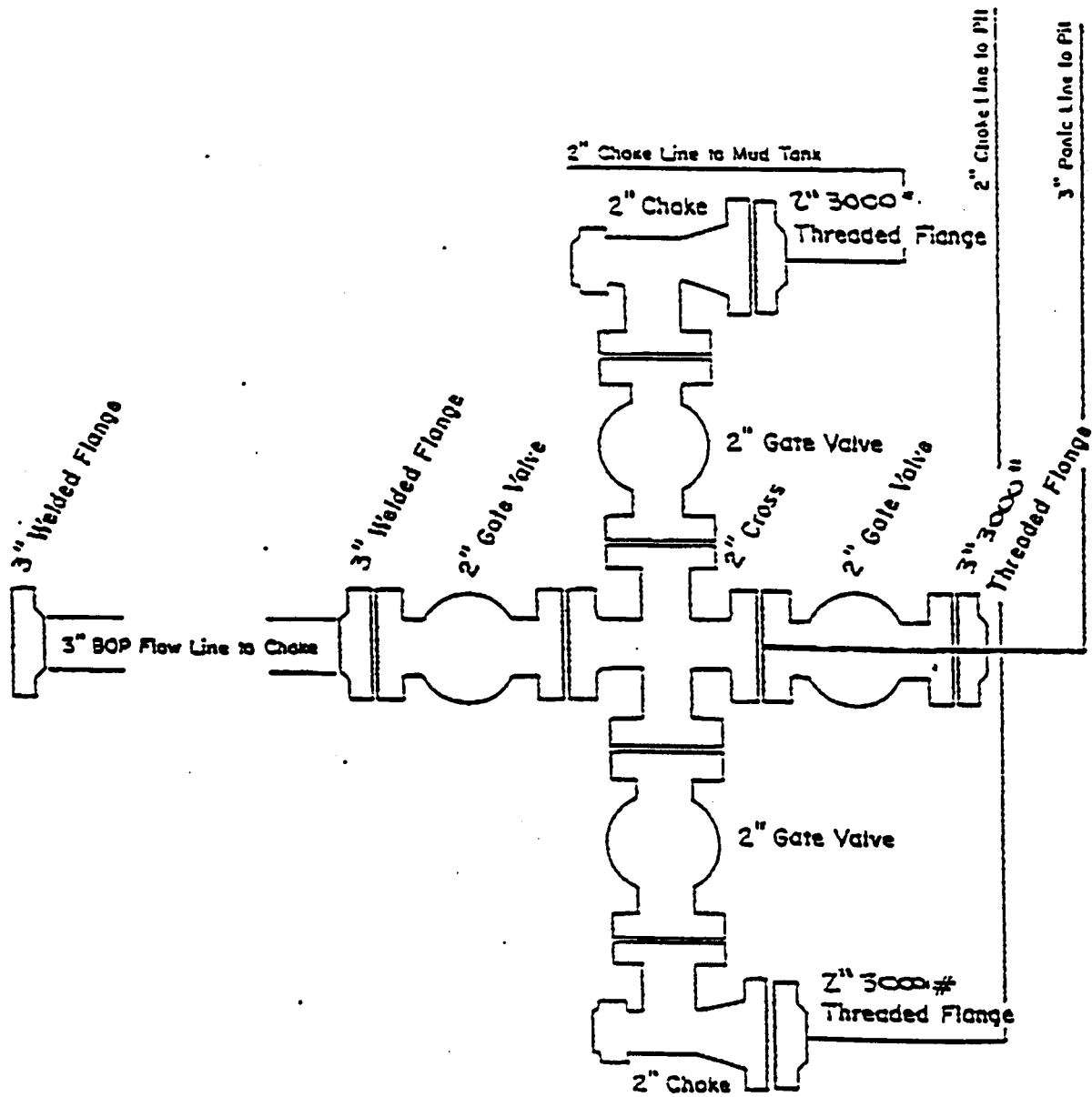
Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

9. Anticipated Abnormal Pressures and Temperatures, Other Potential Hazards:

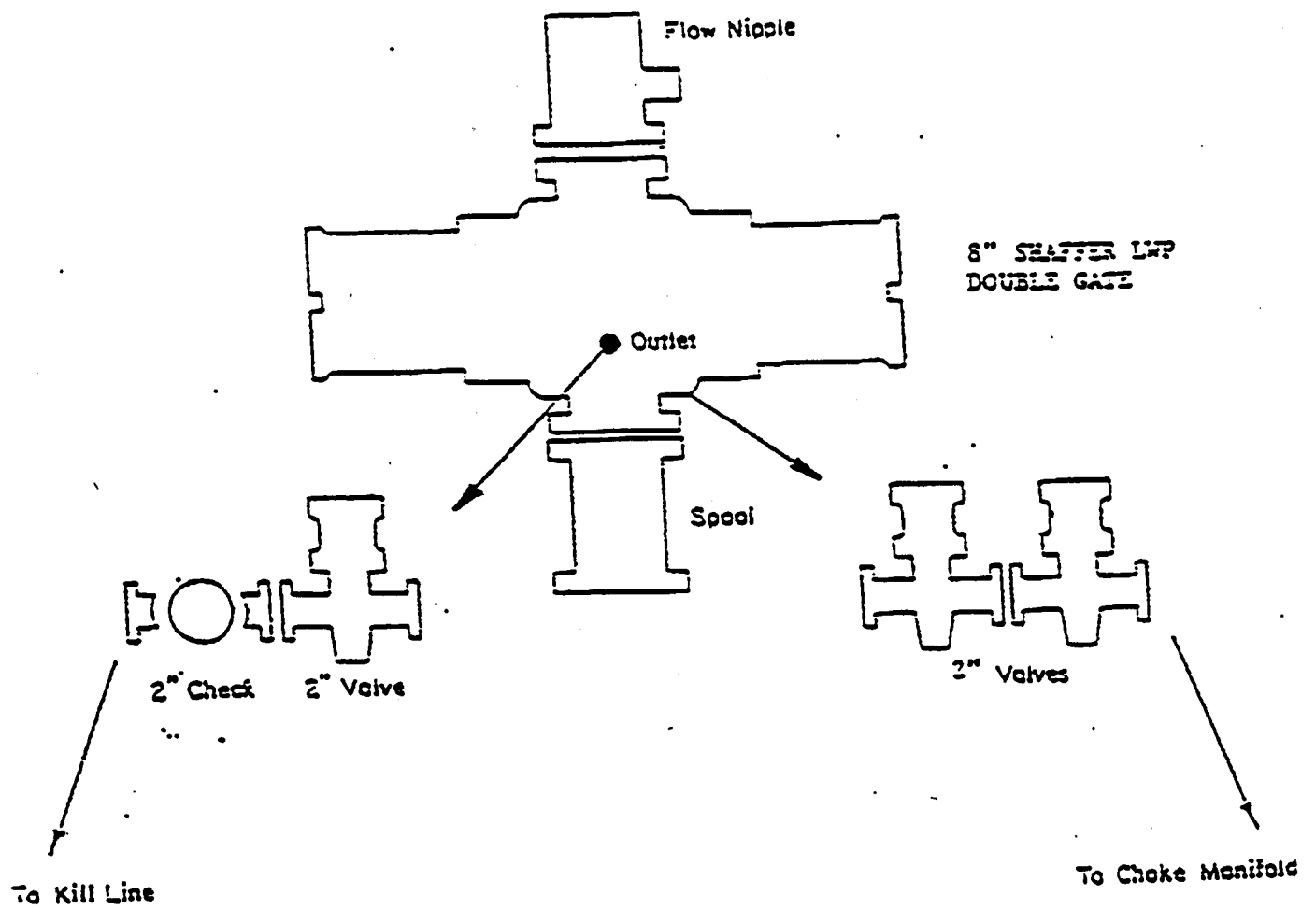
No abnormal temperatures or pressures are anticipated. No H₂S has been encountered in or known to exist from previous wells drilled to similar depths in the general area. Maximum anticipated bottom hole pressure equals approximately 1,600 psi (calculated at 0.296 psi/ft) and maximum anticipated surface pressure equals approximately 410 psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/ft).

CHANDLER DRILLING

RIG NO.7



CHANDLER DRILLING
RIG NO.7



**II. SURFACE USE PLAN
CHANDLER & ASSOCIATES, INC.
GLEN BENCH UNIT #11-16-8-22**

1. Existing Road:

- A. Topo Map "A" is the vicinity map, showing the access routes from Vernal, Utah.
- B. Topo Map "B" shows the proposed access road to each individual well. It also shows existing roads in the immediate area.
- C. The existing and proposed access road, unless otherwise stated, shall be crowned, ditched, and dipped from the nearest improved road.
- D. Occasional maintenance blading and storm repairs will keep roads in good condition.
- E. There shall be no mud blading on the access road. Vehicles may be towed through the mud provided they stay on the roadway.

2. Planned Access Roads:

The proposed access road, will be crowned, ditched, and dipped.

- A. Maximum grade will be 8% or less, unless otherwise stated.
- B. No turnouts will be required.
- C. Low water crossings to be placed in Proposed Access road as needed.
- D. Road surface material will be that native to the area.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

- E. No cattleguard will be required.
- F. The proposed access road was flagged at the time the location was staked.
- G. The area authorized officer will be contacted at least 24 hours prior to commencing construction of the access road and well pad.
- H. The backslopes of the proposed access roads will be no steeper than vertical or 1/4:1 in rock; and 2:1, elsewhere.

The operator or his contractor will notify the State office at least 48 hours prior to commencement of any work on these locations, roadways, or pipelines.

3. Location of Existing Wells:

See Topo Map "C"

4. Location of Existing and/or Proposed Facilities:

- A. All Petroleum Production Facilities are to be contained within the proposed location sites.
- B. In the event that production of these wells is established, the following will be shown:
 - 1. Proposed location and attendant lines, by flagging, if off well pad.
 - 2. Dimensions of facilities.
 - 3. Construction methods and materials.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

- C. The area used to contain the proposed production facilities will be built using native materials. If these materials are not acceptable, then other arrangements will be made to acquire them from private sources. These facilities will be constructed using bulldozers, graders, and workman crews to construct and place the proposed facilities.
- D. All permanent facilities placed on the locations shall be painted a non-reflective color which will blend with the natural environment.
- E. A dike shall be constructed around the tank battery, of sufficient capacity to adequately contain at least 110 percent of the storage capacity of the largest tank within the dike.
- F. All buried pipelines shall be covered to a depth of 3 feet except at road crossings where they shall be covered to a depth of 4 feet.
- G. Construction width of the right-of way/pipeline route shall be restricted to 30 feet of disturbance.
- H. Pipeline location warning signs shall be installed within 90 days upon completion of construction.

5. Location and Type of Water Supply:

Water will be obtained from a water well located near Ouray, Utah which is owned by A-1 Tank Rental (Permit #43-8496) and transported by Dalbo Trucking Co. along the access roads which are shown on the attached topo maps.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

6. Source of Construction Materials:

- A. No construction materials are needed for drilling operations. In the event of production, the small amount of gravel needed for facilities will be hauled in by truck from a local gravel pit over existing access roads from the area. No special access other than for drilling operations and pipeline construction is needed.
- B. All access roads crossing State Lands are described under item #2 and shown on Map #B. A Pipeline will follow the access road corridor to the #6-16 well location.

All Construction material for these location sites and access roads shall be borrow material accumulated during the construction of the location sites and access roads. No additional construction material from other sources is anticipated at this time, but if it is required, the appropriate actions will be taken to acquire it from private sources.

- C. All well pad surface disturbance area is on State lands

7. Methods for Handling Waste Disposal:

- A. Drill cuttings will be buried in the reserve pit when covered.
- B. Drilling fluids will be contained in the reserve pit.
- C. Any hydrocarbon liquids produced while production testing will be contained in a test tank. Any unavoidable spills of oil or other adverse substances or materials will be removed immediately during drilling progress or during completion operations.
- D. Portable chemical toilets will be provided and serviced by a local commercial sanitary service.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

- E. Garbage and trash will be collected in a trash cage and its contents hauled to a sanitary landfill.

All wastes caused by the construction activities shall be promptly removed and disposed of in a sanitary landfill or as directed by the authorized officer.

- F. Prior to commencement of drilling, the reserve pit will be fenced on three sides using 39-inch net wire with at least one (1) strand of barbed wire. All wire is to be stretched before attaching to corner posts. When drilling activities are completed it will be fenced on the fourth side and allowed to dry (if liquids are present). After drying, the fences will be removed and the pit shall be buried. Reclamation will be undertaken no later than the fall of the year after all drilling activity has ceased.

8. Ancillary Facilities:

No air strips, camps, or other living facilities will be built off the location. Housing and office trailers will be on the location as seen on the location layout.

9. Well Site Layout:

- A. See attached cutsheet.
- B. The areas authorized officer will be contacted at least 24 hours prior to commencing construction of the access road and well pad.
- C. The authorized officer will determine after the location is constructed whether the pit is to be lined, and if so, the type of material to be used.
- D. Topsoil shall be stripped to a depth of 4 to 6 inches and stockpiled as shown on the location layout plat.
- E. The backslopes of the locations will be no steeper than vertical or 1/4:1 in rock, and 2:1 elsewhere.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

- F. The upper edges of all cut banks on the access roads and well pads will be rounded.
- G. Catchment ponds to be placed as required to intercept any drainage re-routes.

10. Plans for Restoration:

- A. Immediately upon completion, the location and surrounding area will be cleared of all debris, materials, trash and junk not required for production.
- B. Before any dirt work to restore the location takes place, the reserve pit must be completely dry. The reserve pit will be reclaimed within 90 days from the date of well completion.
- C. The area officer shall be notified at least 48 hours prior to commencing reclamation work.
- D. All disturbed areas will be seeded with the a mixture which is found suitable by the State.
- E. The seed bed will be prepared by disking, following the natural contour. Drill seed on contour at a depth no greater than ½ inch. In areas that cannot be drilled, the seed will be broadcast at double the seeding rate and harrowed into soil. Certified seed is recommended.
- F. Fall seeding will be completed after September, and prior to prolonged ground frost.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

- G. If the well is a producer, access roads will be upgraded and maintained as necessary to prevent soil erosion, and accommodate year round traffic. Areas unnecessary to operations will be reshaped, topsoil distributed, and seed distributed according to the above mixtures. Perennial vegetation must be established. Additional work shall be required in case of seeding failures, etc.
- H. If the well is abandoned or is a dry hole, the access road and location will be restored to approximate the original contours. During reclamation of the site the fill material will be pushed into cuts and up over the backslope. No depressions will be left that would trap water or form ponds. Topsoil will be distributed evenly over the location and seeded according to the above mixture. The access road and the location shall be ripped or disked prior to seeding. Perennial vegetation must be established. Additional work shall be required in case of seeding failures, etc.
- I. Annual or noxious weeds shall be controlled on all disturbed areas. Method of control shall be by an approved mechanical method or an Environmental Protection Agency (EPA) registered herbicide. All herbicide application proposals must be approved. Application of herbicides must be under direct field supervision of an EPA certified pesticide applicator.

11. Other Information:

- A. The area is used by man for the primary purpose of grazing domestic livestock.

All activity shall cease when soils or road surfaces become saturated to a depth of three inches, unless otherwise approved by the Authorized Officer.

If any fossils are discovered during construction, the operator shall cease construction immediately and notify the Authorized Officer so as to determine the significance of the discovery.

- B. A Class III cultural resource inventory has been completed prior to disturbance by a qualified professional Archaeologist.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

- C. The State considers the development of groundwater resources to be necessary and frequently indispensable to effective land management. Therefore, any groundwater intercepted by the party conducting mineral exploration shall be reported to the authorized officer immediately including approximate quantities and a sample in a sealed quart container. The State shall have the first opportunity to file State water rights for the intercepted groundwater. The undersigned may file for water rights only with a written waiver from the State.
- D. The operator is responsible for informing all persons in the area who are associated with this project that they will be subject to prosecution for knowingly disturbing historic or archaeological sites, or for collecting artifacts. If historic or archaeological materials are uncovered during construction, the operator is to immediately stop work that might further disturb such materials and contact the authorized officer (AO). Within five working days the AO will inform the operator as to:
- whether the materials appear eligible for the National Register of Historic Places;
- the mitigation measures the operator will likely have to undertake before the site can be used (assuming in situ preservation is not necessary); and a time frame for the AO to complete an expedited review under 36 CFR 800-11 to confirm, through the State Historic Preservation Officer, that the findings of the AO are correct and that mitigation is appropriate.

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or delays associated with this process, the AO will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise, the operator will be responsible for mitigation costs. The AO will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the AO that the required mitigation has been completed, an operator will then be allowed to resume construction.

- E. Less than 10,000 pounds of any chemical(s) from EPA's Consolidated list of Chemicals Subject to Reporting Under Title III of the Superfund Amendments and Reauthorization Act (SARA) of 1986, and less than threshold planning quantity (TPQ) of any extremely hazardous substances(s), as defined in 40 CFR, would be used, produced, transported, stored, disposed, or associated with the proposed action.

12. Lessee's or Operator's Representative:

Mr. Don Johnson
Manager Operations/Production
Chandler & Associates, Inc.
475 Seventeenth Street
Suite 1000
Denver, Colorado 80202
Telephone #(303)295-0400

Chandler & Associates, Inc.
Glen Bench Unit #11-16-8-22

13. Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite(s) and access route(s); that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct; and, that the work associated with the operations proposed herein will be performed by **Chandler & Associates, Inc.**, and its contractors and subcontractors in conformity with the plan and the terms and conditions under which it is approved.

This statement is subject to the provision of 18 U.S.C. 1001 for the filing of a false statement.

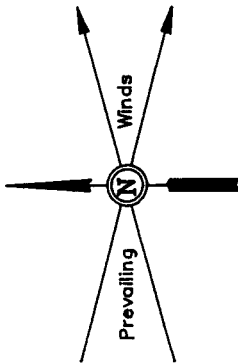
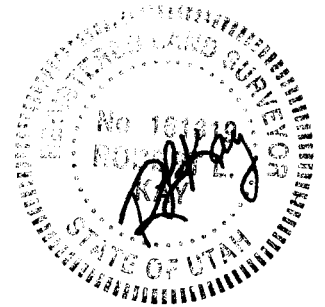
3-24-97
Date

Robert L. Kay
Robert L. Kay
Agent

CHANDLER & ASSOCIATES, INC.

LOCATION LAYOUT FOR

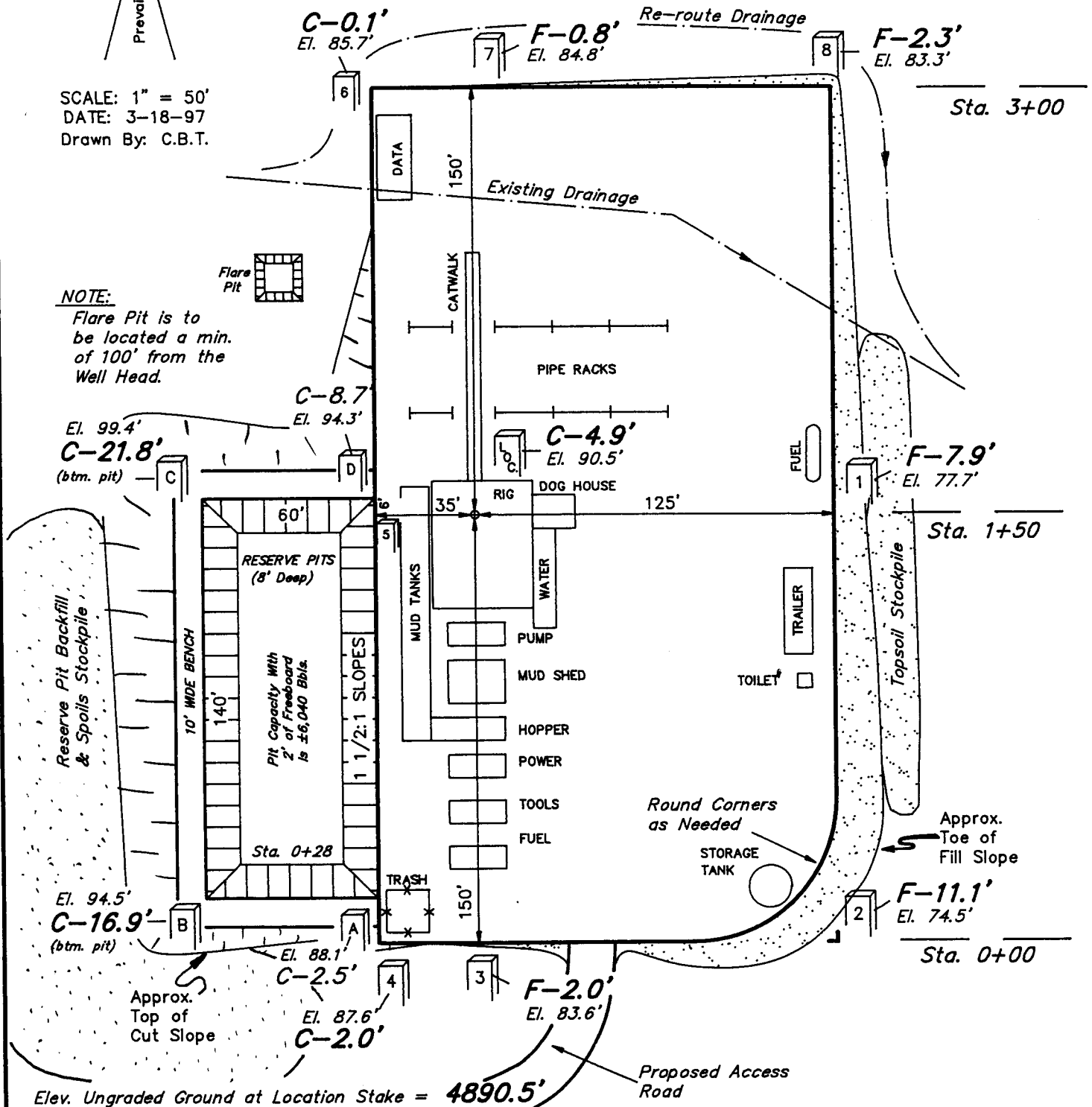
GLEN BENCH UNIT #11-16-8-22
SECTION 16, T8S, R22E, S.L.B.&M.
2399' FSL 2116' FWL



SCALE: 1" = 50'
DATE: 3-18-97
Drawn By: C.B.T.

NOTE:

Flare Pit is to be located a min. of 100' from the Well Head.



Elev. Ungraded Ground at Location Stake = 4890.5'

Elev. Graded Ground at Location Stake = 4885.6'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (801) 789-1017

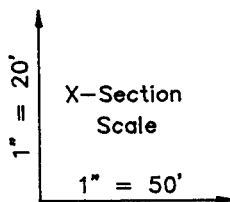
CHANDLER & ASSOCIATES, INC.

TYPICAL CROSS SECTIONS FOR

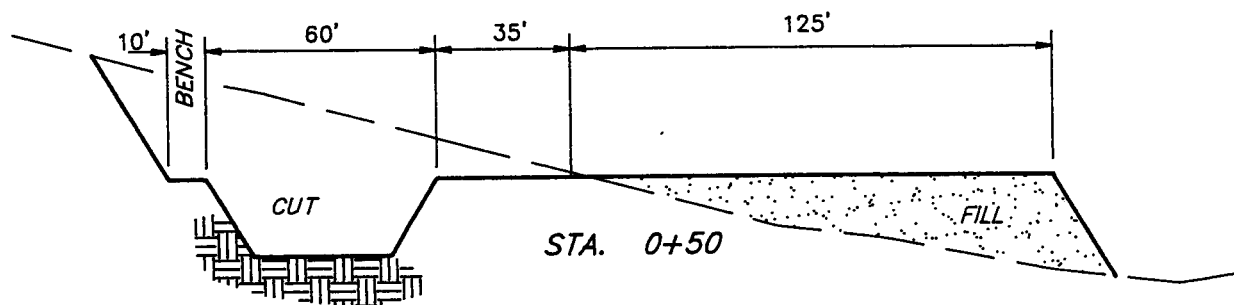
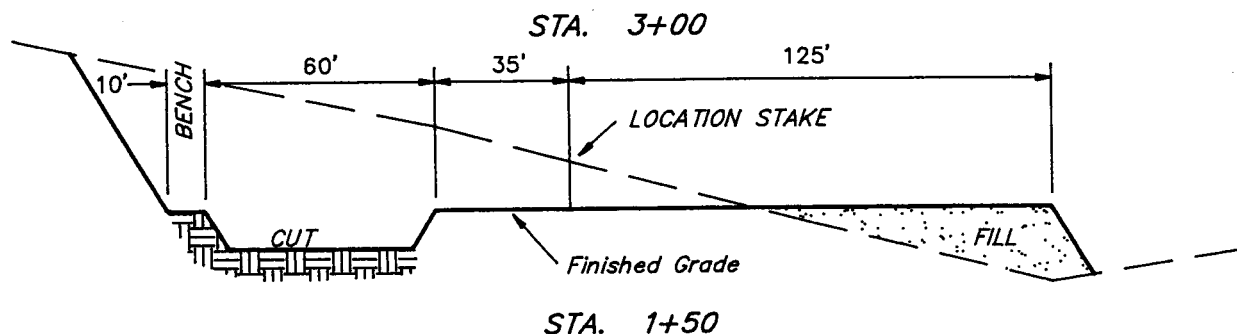
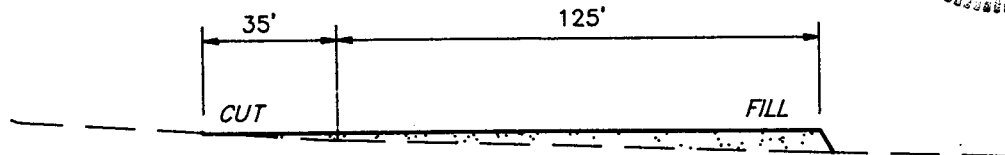
GLEN BENCH UNIT #11-16-8-22

SECTION 16, T8S, R22E, S.L.B.&M.

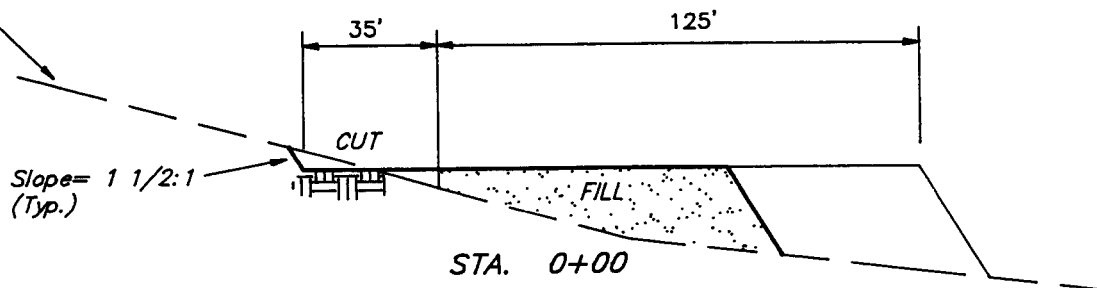
2399' FSL 2116' FWL



DATE: 3-18-97
Drawn By: C.B.T.



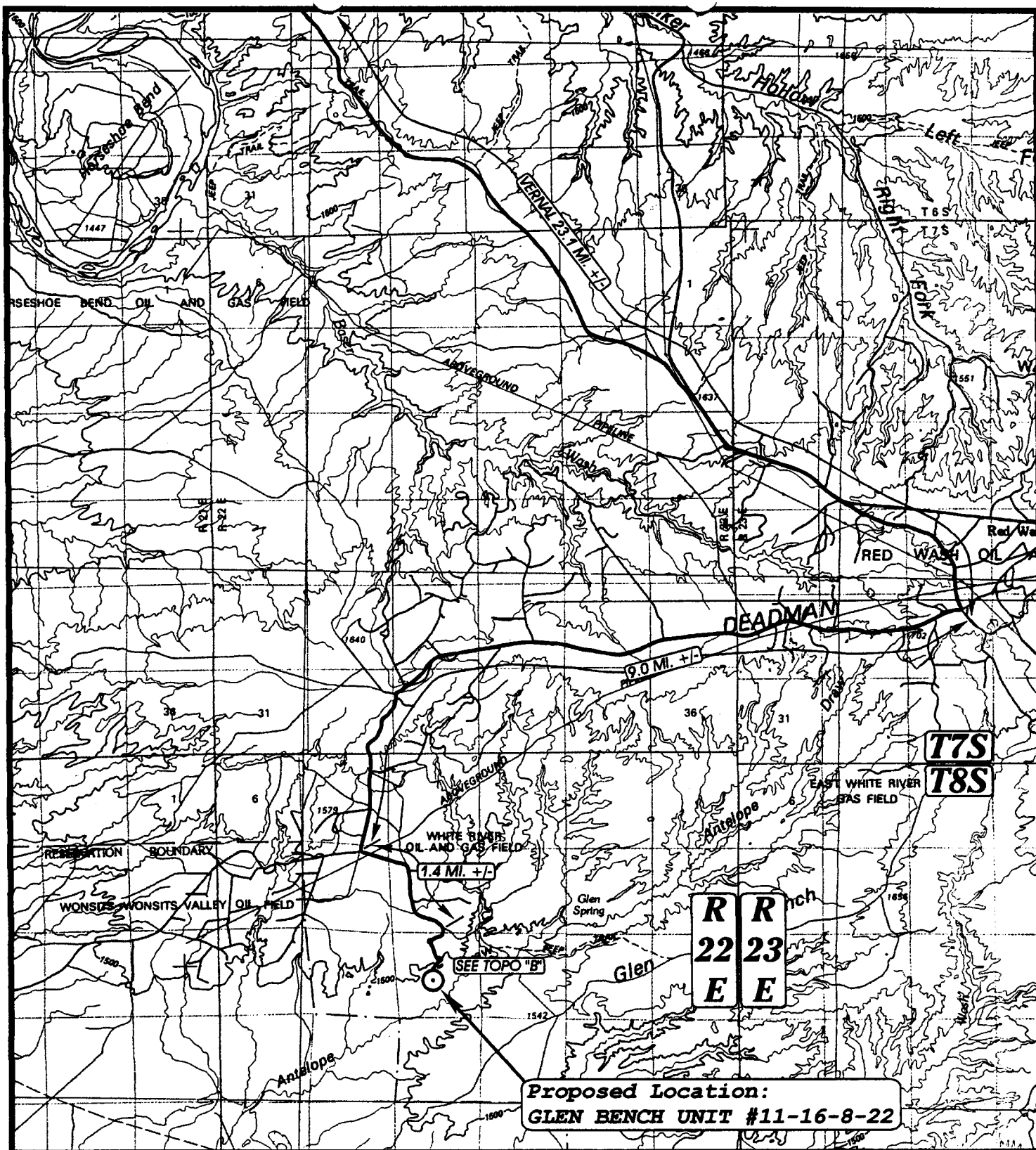
Preconstruction Grade



APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	1,040 Cu. Yds.
Remaining Location	=	7,750 Cu. Yds.
TOTAL CUT	=	8,790 CU.YDS.
FILL	=	6,490 CU.YDS.

EXCESS MATERIAL AFTER 5% COMPACTION	=	1,960 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	1,960 Cu. Yds.
EXCESS UNBALANCE (After Rehabilitation)	=	0 Cu. Yds.



UEIS

**TOPOGRAPHIC
 MAP "A"**

DATE: 3-15-97

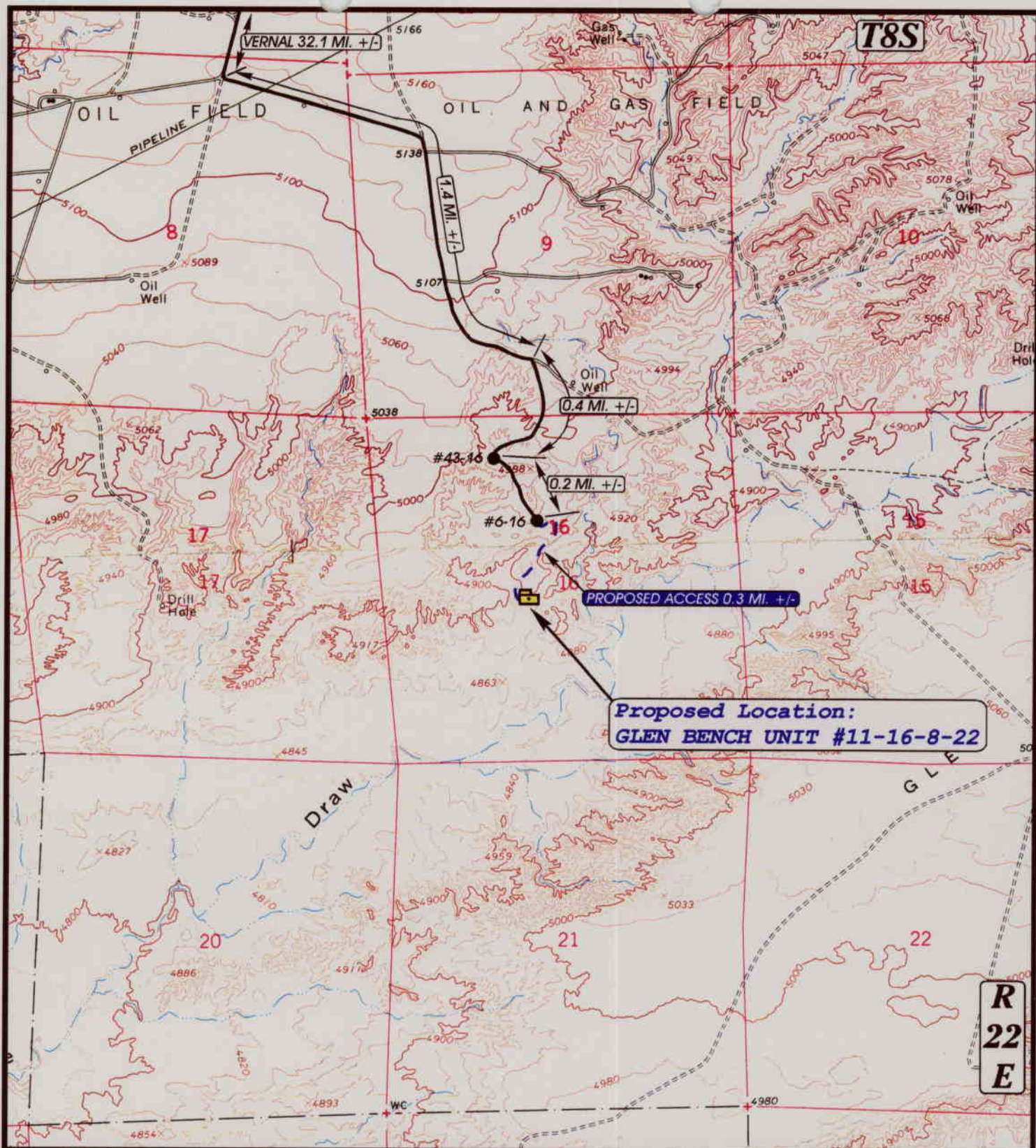
Drawn by: J.L.G.

UINTAH ENGINEERING & LAND SURVEYING
 85 So. 200 East • Vernal, Utah 84078 • (801) 789-1017



CHANDLER & ASSOCIATES INC.

GLEN BENCH UNIT #11-16-8-22
SECTION 16, T8S, R22E, S.L.B.&M.
2399' FSL 2116' FWL



UELS

**TOPOGRAPHIC
MAP "B"**

DATE: 3-15-97
Drawn by: J.L.G.

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East • Vernal, Utah 84078 • (801) 789-1017



SCALE: 1" = 2000'

CHANDLER & ASSOCIATES INC.

**GLEN BENCH UNIT #11-16-8-22
SECTION 16, T8S, R22E, S.L.B.&M.
2399' FSL 2116' FWL**

**R
22
E**

STA OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

SUBMIT IN TRIPLICATE*
(Other instructions on
reverse side)

5. Lense Designation and Serial No.

ML-22049

6. If Indian, Allottee or Tribe Name

N/A

7. Unit Agreement Name

Glen Bench

8. Farm or Lease Name

Glen Bench Unit

9. Well No.

#11-16-8-22

10. Field and Pool, or Wildcat

Glen Bench

11. Sec., T., R., M., or Bk.
and Survey or Area

Sec. 16, T8S, R22E, S.L.B.&M

12. County or Parrish 13. State

Uintah

Utah

1a. Type of Work

DRILL ☒DEEPEN ☐PLUG BACK ☐

b. Type of Well

Oil
Well ☒Gas
Well ☐

Other

Single
Zone ☐Multiple
Zone ☐

2. Name of Operator

Chandler & Associates, Inc.

3. Address of Operator

475 Seventeenth Street, Suite 1000 Denver, CO 80202 (303) 295-0400

4. Location of Well (Report location clearly and in accordance with any State requirements.)

At surface

2399' FSL 2116' FWL

MAR 25 1997

At proposed prod. zone

14. Distance in miles and direction from nearest town or post office*

See Topo Map "A" (attached)

15. Distance from proposed*

location to nearest
property or lease line, ft.
(Also to nearest drlg. line, if any)

2116'

16. No. of acres in lease

640

17. No. of acres assigned
to this well

40

18. Distance from proposed location*
to nearest well, drilling, completed,
or applied for, on this lease, ft.

1200'

19. Proposed depth

5410'

20. Rotary or cable tools

Rotary

21. Elevations (Show whether DF, RT, GR, etc.)

4891' GR.

22. Approx. date work will start*

A.S.A.P.

23.

PROPOSED CASING AND CEMENTING PROGRAM

Size of Hole	Size of Casing	Weight per Foot	Setting Depth	Quantity of Cement
12 1/4"	8 5/8"	24# (ST&C)	400'	(See attached drilling plan)
7 7/8"	5 1/2"	15.5# (LT&C)	5410'	(See attached drilling plan)

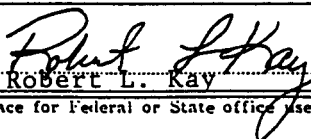
1. M.I.R.U.
2. Drill to T.D. 5410'
3. Run 5½" casing if commercial production is indicated.
4. If dry hole, well will be plugged and abandoned as instructed by the State.
5. Well will be drilled with fresh water to 5000' then Chem Gel mud to T.D.
Mud will be in place to run 5½" casing.

I hereby certify that I am responsible by the terms and conditions of the lease to conduct lease operations. Bond coverage pursuant to 43 CFR 3104 for lease activities is being provided by Chandler & Associates, Inc. Bond #124290364.

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24.

Signed


Robert L. Kay

Title Agent for Chandler

Date 3/24/97

(This space for Federal or State office use)

Permit No.

Approval Date

Approved by

Conditions of approval

Title

Date

ACCEPTED BY BLM FOR
UNIT PURPOSES ONLY

MAY 15 1997

*See Instructions On Reverse Side

11-022-1-00

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 03/25/97

API NO. ASSIGNED: 43-047-32857

WELL NAME: GLEN BENCH UNIT 11-16-8-22
OPERATOR: CHANDLER & ASSOCIATES (N3320)

PROPOSED LOCATION:

NESW 16 - T08S ²³⁹⁹R22E
SURFACE: ~~2239~~-FSL-2116-FWL
BOTTOM: 2399-FSL-2116-FWL
UINTAH COUNTY
WONSITS/WONSITS VALLEY FIELD (710)

LEASE TYPE: STA
LEASE NUMBER: ML - 22049

PROPOSED PRODUCING FORMATION: GRRV

INSPECT LOCATION BY: / /		
TECH REVIEW	Initials	Date
Engineering	SRB	4/30/97
Geology		
Surface		

RECEIVED AND/OR REVIEWED:

☒ Plat
☒ Bond: Federal ☒ State ☐ Fee ☐
(Number 124290364)
☒ Potash (Y/N)
☒ Oil shale (Y/N)
☒ Water permit
(Number 43-8496)
☒ RDCC Review (Y/N)
(Date: _____)

LOCATION AND SITING:

☒ R649-2-3. Unit: GLEN BENCH
☐ R649-3-2. General.
☐ R649-3-3. Exception.
☐ Drilling Unit.
Board Cause no: _____
Date: _____

COMMENTS: Casing design OK, cement volume OK.

STIPULATIONS: 1. Statement of basis.

DIVISION OF OIL, GAS AND MINING
APPLICATION FOR PERMIT TO DRILL
STATEMENT OF BASIS

Operator Name: CHANDLER & ASSOCIATES, INC.

Name & Number: GLEN BENCH UNIT 11-16-8-22

API Number: 43-047-32857

Location: 1/4, 1/4 NE/SW Sec. 16 T. 8S R. 22E

Geology/Ground Water:

The base of moderately saline water is at a depth of approximately 2400 feet. Aquifers with high quality water may be encountered in the first 200-300 feet of drilling. These aquifers are generally discontinuous and are not subject to direct recharge. There are injection wells in the Glenn Bench Unit which inject water into the Glenn bench sandstone at a depth of approximately 5000 feet. The proposed casing program states that surface casing will be set at 400 feet and cemented to surface. The production casing will be set at 5414 feet and it is anticipated to cement this string of casing back to surface. This proposed casing and cement program should adequately protect and isolate any water encountered.

Reviewer: D. Jarvis

Date: 4-18-97

Surface:

The pre-site investigation of the surface was performed by field personnel on 4/1/97. All applicable surface management agencies and landowners have been notified and their concerns accommodated where reasonable and possible. Existing drainage across east end of the location will be re-routed east of location.

Reviewer: DAVID W. HACKFORD

Date: 4/7/97

Conditions of Approval/Application for Permit to Drill:

1. Reserve pit must be northeast of well bore.
2. Existing drainage must be re-routed east of the location.

OPERATOR: CHANDLER (N3320)
FIELD: NATURAL BUTTES (630)
SEC, TWP, RNG: 16, T8S. R22E
COUNTY: UINTAH
UAC: R649-2-3 GLEN BENCH

T8S R22E

★ GLEN BENCH
11-16-8-22

NATURAL BUTTES

GRRV

GRRV

GRRV

GRRV

XXXXX

✱ WSTC

✱ WSTC

PREPARED:
DATE: 27-MAR-97

ON-SITE PREDRILL EVALUATION

Division of Oil, Gas and Mining

OPERATOR: Chandler & Associates, INC.

WELL NAME & NUMBER: Glen Bench Unit 11-16-8-22

API NUMBER: 43-047-32857

LEASE: ML - 22049 FIELD/UNIT: Glen Bench Unit

LOCATION: 1/4, 1/4 NE/SW Sec: 16 TWP: 8S RNG: 22E 2399' FSL 2116' FWL

LEGAL WELL SITING: F SEC. LINE; F 1/4, 1/4 LINE; F ANOTHER WELL.

GPS COORD (UTM): 12632397E 4442355N

SURFACE OWNER: State of Utah

PARTICIPANTS

Chuck Massey (Chandler & Assoc.), Robert Kay (UELS),
David W. Hackford (DOGM).

REGIONAL/LOCAL SETTING & TOPOGRAPHY

Site is in an area of rolling hills and knolls with shallow gullies
sloping gradually to the east.

SURFACE USE PLAN

CURRENT SURFACE USE: Livestock and wildlife grazing.

PROPOSED SURFACE DISTURBANCE: Location will be 220' X 300.
Access road will be 0.3 miles.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: See attached map
from GIS database.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: All production
facilities will be on location and added after drilling the well.

SOURCE OF CONSTRUCTION MATERIAL: all construction material will be
borrowed from this site during construction and will be native soils.

ANCILLARY FACILITIES: none will be required.

WASTE MANAGEMENT PLAN:

drill cuttings will be settled into a reserve pit. Liquids from the
pit will be allowed to evaporate. Formation water will be confined to

storage tanks. Sewage facilities, storage and disposal will be handled by commercial contractors. Trash will be contained in trash baskets and hauled to an approved land fill.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: None

FLORA/FAUNA: Greasewood, Native Grasses, Saltbrush, Prickly Pear. Rabbit, Pronghorn, Rodents, Coyotes, Birds.

SOIL TYPE AND CHARACTERISTICS: Light brown sandy clay.

SURFACE FORMATION & CHARACTERISTICS: Uintah Formation

EROSION/SEDIMENTATION/STABILITY: minor erosion, minor sedimentation, no stability problems anticipated.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: 60' BY 140' AND 8' Deep.

LINER REQUIREMENTS (Site Ranking Form attached): No liner will be Required.

SURFACE RESTORATION/RECLAMATION PLAN

As per State of Utah, Trust Lands.

SURFACE AGREEMENT: State of Utah, Trust Lands.

CULTURAL RESOURCES/ARCHAEOLOGY: Site was inspected by Metcalf Archaeological consultants INC. A report of this investigation will be placed on file.

OTHER OBSERVATIONS/COMMENTS

Investigation was done on a cold windy day with no snow cover.

ATTACHMENTS:

Photos of proposed site will be placed on file.

DAVID W. HACKFORD
DOGM REPRESENTATIVE

4/1/97 11:00 AM
DATE/TIME

**Evaluation Ranking Criteria and Ranking Score
For Reserve and Onsite Pit Liner Requirements**

<u>Site-Specific Factors</u>	<u>Ranking</u>	<u>Site Ranking</u>
Distance to Groundwater (feet)		
>200	0	
100 to 200	5	
75 to 100	10	
25 to 75	15	
<25 or recharge area	20	<u>0</u>
Distance to Surf. Water (feet)		
>1000	0	
300 to 1000	2	
200 to 300	10	
100 to 200	15	
< 100	20	<u>0</u>
Distance to Nearest Municipal Well (feet)		
>5280	0	
1320 to 5280	5	
500 to 1320	10	
<500	15	<u>0</u>
Distance to Other Wells (feet)		
>1320	0	
300 to 1320	10	
<300	20	<u>0</u>
Native Soil Type		
Low permeability	0	
Mod. permeability	10	
High permeability	20	<u>10</u>
Fluid Type		
Air/mist	0	
Fresh Water	5	
TDS >5000 and <10000	15	
TDS >10000 or Oil Base	20	
Mud Fluid containing high levels of hazardous constituents		<u>5</u>
Drill Cuttings		
Normal Rock	0	
Salt or detrimental	10	<u>0</u>
Annual Precipitation (inches)		
<10	0	
10 to 20	5	
>20	10	<u>0</u>
Affected Populations		
<10	0	
10 to 30	6	
30 to 50	8	
>50	10	<u>0</u>
Presence of Nearby Utility		
Conduits		
Not Present	0	
Unknown	10	
Present	15	<u>0</u>
Final Score (Level II Sensitivity)		<u>15</u>

APD EvaluationGen Bench Unit # 11-16-8-22

I. casing design

Production string: 5 1/2" 15.5#, K-55 LTC set at 5,410' (TD)

$$\text{Max. mud wt} = 8.8 \text{ ppg} \Rightarrow \text{BHP} = (8.8)(0.052)(5410) \\ = \underline{2476 \text{ psi}}$$

Anticip. BHP = 1600 psi

Burst str. = 4810 psi

$$\text{Burst SF} = \frac{4810}{2476} = \underline{1.94} \quad \checkmark \text{ OK}$$

Collapse str. = 4040 psi

$$\text{Collapse SF} = \frac{4040}{2476} = \underline{1.63} \quad \checkmark \text{ OK}$$

Wt. of casing = (15.5)(5410) = 83,855

St. str. = 239,000

$$\text{Tension SF} = \frac{239,000}{83,855} = \underline{2.85} \quad \checkmark \text{ OK}$$

II. Cement program (production string)

A. Lead stage: 460 sx Super G
yield = 2.76 cu. ft. / sk.

Vol. bet. casing & hole = 0.1733 cu. ft. / ft.

$$\text{Height of cement column} = \frac{(460)(2.76)}{(2)(0.1733)} = \underline{3663'}$$

(assuming 100% excess)

B. Tail stage: 300 sx Class G
yield = 1.18 cu. ft. / sk.

$$\text{Height of cement column} = \frac{(300)(1.18)}{(2)(0.1733)} = \underline{1021'}$$

(100% excess)



State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor

Ted Stewart
Executive Director

James W. Carter
Division Director

1594 West North Temple, Suite 1210

Box 145801

Salt Lake City, Utah 84114-5801

801-538-5340

801-359-3940 (Fax)

801-538-7223 (TDD)

April 30, 1997

Chandler & Associates, Inc.
475 Seventeenth Street, Suite 1000
Denver, Colorado 80202

Re: Glen Bench Unit 11-16-8-22 Well, 2399' FSL, 2116' FWL,
NE SW, Sec. 16, T. 8 S., R. 22 E., Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. 40-6-1 et seq., Utah Administrative Code R649-3-1 et seq., and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-32857.

Sincerely,

Lowell P. Braxton
Deputy Director

lwp

Enclosures

cc: Uintah County Assessor

Bureau of Land Management, Vernal District Office

Operator: Chandler & Associates, Inc.
Well Name & Number: Glen Bench Unit 11-16-8-22
API Number: 43-047-32857
Lease: ML-22049
Location: NE SW Sec. 16 T. 8 S. R. 22 E.

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for Permit to Drill.

2. Notification Requirements

Notify the Division within 24 hours following spudding the well or commencing drilling operations. Contact Jimmie Thompson at (801)538-5336.

Notify the Division prior to commencing operations to plug and abandon the well. Contact John R. Baza (801)538-5334 or Mike Hebertson at (801) 538-5333.

3. Reporting Requirements

All required reports, forms and submittals shall be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis dated April 18, 1997 (copy attached).

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT – for such proposals		6. Lease Designation and Serial Number ML-22049
		7. Indian Allottee or Tribe Name N/A
		8. Unit or Communitization Agreement Glen Bench Unit
		9. Well Name and Number Glen Bench 11-16-8-22
1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other (specify)		10. API Well Number 43-047-32857
2. Name of Operator Chandler & Associates, Inc.		11. Field and Pool, or Wildcat Glen Bench
3. Address of Operator 475 17th Street, Suite 1000	4. Telephone Number 970-675-8451	
5. Location of Well Footage : 2399' FSL, 2116' FWL County : Uintah QQ, Sec, T., R., M. : NESW Sec. 16, T8S, R22E State : Utah		
12. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		

NOTICE OF INTENT
 (Submit in Duplicate)

- | | |
|---|---|
| <input type="checkbox"/> Abandonment | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Casing Repair | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recompletion |
| <input type="checkbox"/> Conversion to Injection | <input type="checkbox"/> Shoot or Acidize |
| <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> other <u>Change proposed surface casing</u> | |

Approximate Date Work Will Start _____

SUBSEQUENT REPORT
 (Submit Original Form Only)

- | | |
|--|---|
| <input type="checkbox"/> Abandonment * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Casing Repair | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Shoot or Acidize |
| <input type="checkbox"/> Conversion to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |

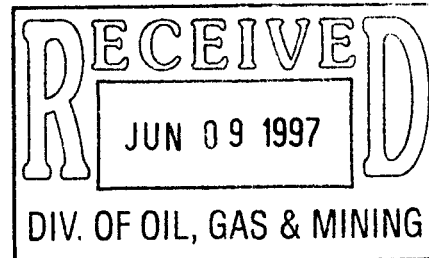
Date of Work Completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION AND LOG form.

* Must be accompanied by a cement verification report.

13. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Permission is requested to change the original approved APD from 400' of 8-5/8" surface casing to 450' of 8-5/8" surface casing. The request is made to allow a greater shut-in pressure if major gas volumes are encountered while air misting the upper part of the hole. The estimated cement volume required is 325 sks.



14. I hereby certify that the foregoing is true and correct

Name & Signature _____

(State Use Only)

Title Oper./Prod. Supervisor Date **06/04/97**

APPROVED BY THE STATE
 OF UTAH DIVISION OF
 OIL, GAS, AND MINING

DATE: 6/10/97
 BY: John R. Bay

(8/90)

See Instructions on Reverse Side

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT -- for such proposals		6. Lease Designation and Serial Number ML-22049
		7. Indian Allottee or Tribe Name N/A
		8. Unit or Communitization Agreement Glen Bench Unit
		9. Well Name and Number Glen Bench 11-16-8-22
		10. API Well Number 43-047-32857
1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other (specify)		11. Field and Pool, or Wildcat Glen Bench
2. Name of Operator Chandler & Associates, Inc.		
3. Address of Operator 475 17th Street, Suite 1000		4. Telephone Number 970-675-8451
5. Location of Well Footage : 2399' FSL, 2116' FWL County : Uintah QQ, Sec. T., R., M. : NESW Sec. 16, T8S, R22E State : Utah		
12. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		

<p style="text-align: center;">NOTICE OF INTENT (Submit in Duplicate)</p> <table style="width: 100%;"> <tr> <td><input type="checkbox"/> Abandonment</td> <td><input type="checkbox"/> New Construction</td> </tr> <tr> <td><input type="checkbox"/> Casing Repair</td> <td><input type="checkbox"/> Pull or Alter Casing</td> </tr> <tr> <td><input type="checkbox"/> Change of Plans</td> <td><input type="checkbox"/> Recompletion</td> </tr> <tr> <td><input type="checkbox"/> Conversion to Injection</td> <td><input type="checkbox"/> Shoot or Acidize</td> </tr> <tr> <td><input type="checkbox"/> Fracture Treat</td> <td><input type="checkbox"/> Vent or Flare</td> </tr> <tr> <td><input type="checkbox"/> Multiple Completion</td> <td><input type="checkbox"/> Water Shut-Off</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other _____</td> </tr> </table> <p>Approximate Date Work Will Start _____</p>	<input type="checkbox"/> Abandonment	<input type="checkbox"/> New Construction	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Pull or Alter Casing	<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Recompletion	<input type="checkbox"/> Conversion to Injection	<input type="checkbox"/> Shoot or Acidize	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Vent or Flare	<input type="checkbox"/> Multiple Completion	<input type="checkbox"/> Water Shut-Off	<input type="checkbox"/> Other _____		<p style="text-align: center;">SUBSEQUENT REPORT (Submit Original Form Only)</p> <table style="width: 100%;"> <tr> <td><input type="checkbox"/> Abandonment *</td> <td><input type="checkbox"/> New Construction</td> </tr> <tr> <td><input type="checkbox"/> Casing Repair</td> <td><input type="checkbox"/> Pull or Alter Casing</td> </tr> <tr> <td><input type="checkbox"/> Change of Plans</td> <td><input type="checkbox"/> Shoot or Acidize</td> </tr> <tr> <td><input type="checkbox"/> Conversion to Injection</td> <td><input type="checkbox"/> Vent or Flare</td> </tr> <tr> <td><input type="checkbox"/> Fracture Treat</td> <td><input type="checkbox"/> Water Shut-Off</td> </tr> <tr> <td colspan="2"><input checked="" type="checkbox"/> Other <u>Report of first sales</u></td> </tr> </table> <p>Date of Work Completion _____</p> <p>Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION AND LOG form.</p> <p>* Must be accompanied by a cement verification report.</p>	<input type="checkbox"/> Abandonment *	<input type="checkbox"/> New Construction	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Pull or Alter Casing	<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Shoot or Acidize	<input type="checkbox"/> Conversion to Injection	<input type="checkbox"/> Vent or Flare	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Water Shut-Off	<input checked="" type="checkbox"/> Other <u>Report of first sales</u>	
<input type="checkbox"/> Abandonment	<input type="checkbox"/> New Construction																										
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<input checked="" type="checkbox"/> Other <u>Report of first sales</u>																											

13. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Date completed: July 16, 1997

Date of first sales: July 22, 1997

Production method: Pumping

Test date & data: July 22, 1997 for 24 hours. 103 bbls oil, 0 bbls water, 15 MCFD gas (used on lease) tubing pressure 0#, casing pressure 20#.

Test witnessed by: Jim Simonton

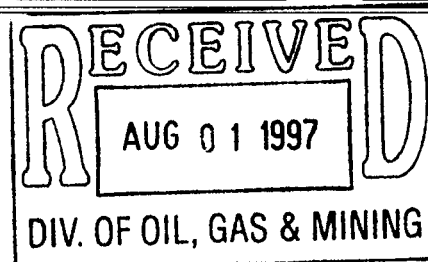
14. I hereby certify that the foregoing is true and correct

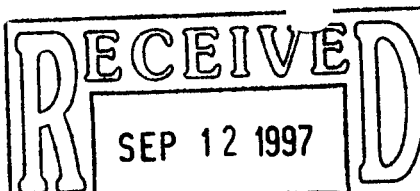
Name & Signature **Jim Simonton**

(State Use Only)

Title **Operations Supervisor**

Date **07/23/97**





FORM 8

 STATE OF UTAH
 DIVISION OF OIL, GAS AND MINING

DIV. OF OIL, GAS & MINING

REGISTRATION AND SERIAL NO.

ML-22049

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

1. TYPE OF WELL: OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> DRY <input type="checkbox"/> Other _____				6. IF INDIAN, ALLOTTEE OR TRIBE NAME	
2. TYPE OF COMPLETION: NEW WELL <input checked="" type="checkbox"/> WORK OVER <input type="checkbox"/> DEEP EN <input type="checkbox"/> PLUG BACK <input type="checkbox"/> DIFF. ACCT. <input type="checkbox"/> Other _____				7. UNIT AGREEMENT NAME Glen Bench Unit	
3. NAME OF OPERATOR Chandler & Associates, Inc.				8. FARM OR LEASE NAME Glen Bench State	
4. ADDRESS OF OPERATOR 475 17th Street, Suite 1000, Denver, CO 80202				9. WELL NO. 11-16-8-22	
5. LOCATION OF WELL (Report location clearly and in accordance with any title requirements) At surface 2399' FSL, 2116' FWL (NESW), Sec. 26, T8S, R22E At top prod. Interval reported below Same as above At total depth Same as above				10. FIELD AND POOL OR WILDCAT Glen Bench	
				11. SEC. T. R. & N. OF BLOCK AND SURVEY OR AREA Sec. 16, T8S, R22E	
14. API NO. 43-047-32857		DATE INDEXED 4/30/97		12. COUNTY Uintah	13. STATE Utah
15. DATE STUDIED 6/10/97	16. DATE T.D. REACHED 6/20/97	17. DATE COMPL. (Ready to prod.) 7/16/97 (Plug & Abd.)	18. ELEVATIONS (SP, AKH, XT, CE, ETC.) 4903' KB	19. ELEV. CASINGHEAD 4891'	
20. TOTAL DEPTH, MD & TVB 5450'	21. PLUG BACK TD, MD & TVB 5395'	22. IF MULTIPLE COMPL. HOW MANY 1	23. INTERVALS SKIPPED BY →	24. SOFTEN TOOLS X	25. CABLE TOOLS
26. PRODUCING INTERVAL(S), OF THIS COMPLETION—TOP, BOTTOM, NONE (MD AND TVB) Top - 5024' Bottom - 5031'					27. WAS DIRECTIONAL SURVEY MADE
28. TYPE ELECTRIC AND OTHER LOGS RUN Dual Induction, Density-CBL 7-1-97					
29. CASING RECORD (Report all strings set in well)					
CASING SIZE	WEIGHT, LB/FT.	DEPTH SET (MD)	MOLE SIZE	CEMENTING RECORD	AMOUNT, PULLED
8-5/8"	24#	475'	12-1/4"	350 sxs Class G	0
5-1/2"	15.5#	5448'	7-7/8"	271 sxs Hi-Fill & 434 sxs 50/50 Pozmix	0
30. LINER RECORD					
SIZE	TOP (MD)	BOTTOM (MD)	SAFER CEMENT	SCREEN (MD)	PACKER SET (MD)
				2-7/8"	5043'
31. PERFORATION RECORD (Interval, size and number)					
5284'-5286' & 5291'-5300' @ 4 JPF CIBP @ 5240' 5024'-5031' @ 4 JPF					
32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC.					
DEPTH INTERVAL (MD)			AMOUNT AND KIND OF MATERIAL USED		
5284'-5300'			1500 gals. 7 1/2% HCl		
33. PRODUCTION					
DATE FIRST PRODUCTION 7/17/97		PRODUCTION METHOD (Flowing, gas lift, pumping—size and type of pump) Rod Pump			WELL STATUS (Producing or shut-in) Producing
DATE OF TEST 7/22/97	HOLES TESTED 24	CHOKE SIZE None	PROD. FOR TEST PERIOD →	OIL—GAL. 103	GAS—MCF. 15
WATER—GAL. 0	CASING PRESSURE 20#	CALCULATED 24-HOUR GALS. →	OIL—GAL. 103	GAS—MCF. 15	WATER—GAL. 0
OIL C/WATER-RATIO (GAL.) 37.7		34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.)			
On lease usage				TEST WITNESSED BY Jim Simonton	
35. LIST OF ATTACHMENTS Wellbore diagram					
36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records					
SIGNED <i>Jim Simonton</i>		TITLE Operations Supervisor		DATE 9-5-97	

See Spaces for Additional Data on Reverse Side

INSTRUCTIONS

This form should be completed in compliance with the Utah Oil and Gas Conservation General Rules. If not filled prior to this time, all logs, tests, and directional surveys as required by Utah Rules should be attached and submitted with this report.

ITEM 18: Indicate which elevation is used as reference for depth measurements given in other spaces on this form and on any attachments.

ITEMS 22 and 24: If this well is completed for separate production from more than one interval zone (multiple completion), so state in item 22, and in item 24 show the producing interval, or intervals, top(s), bottom(s) and name(s) for only the interval reported in item 33. Submit a separate report (page) on this form, adequately identified, for each additional interval to be separately produced, showing the additional data pertinent to such interval.

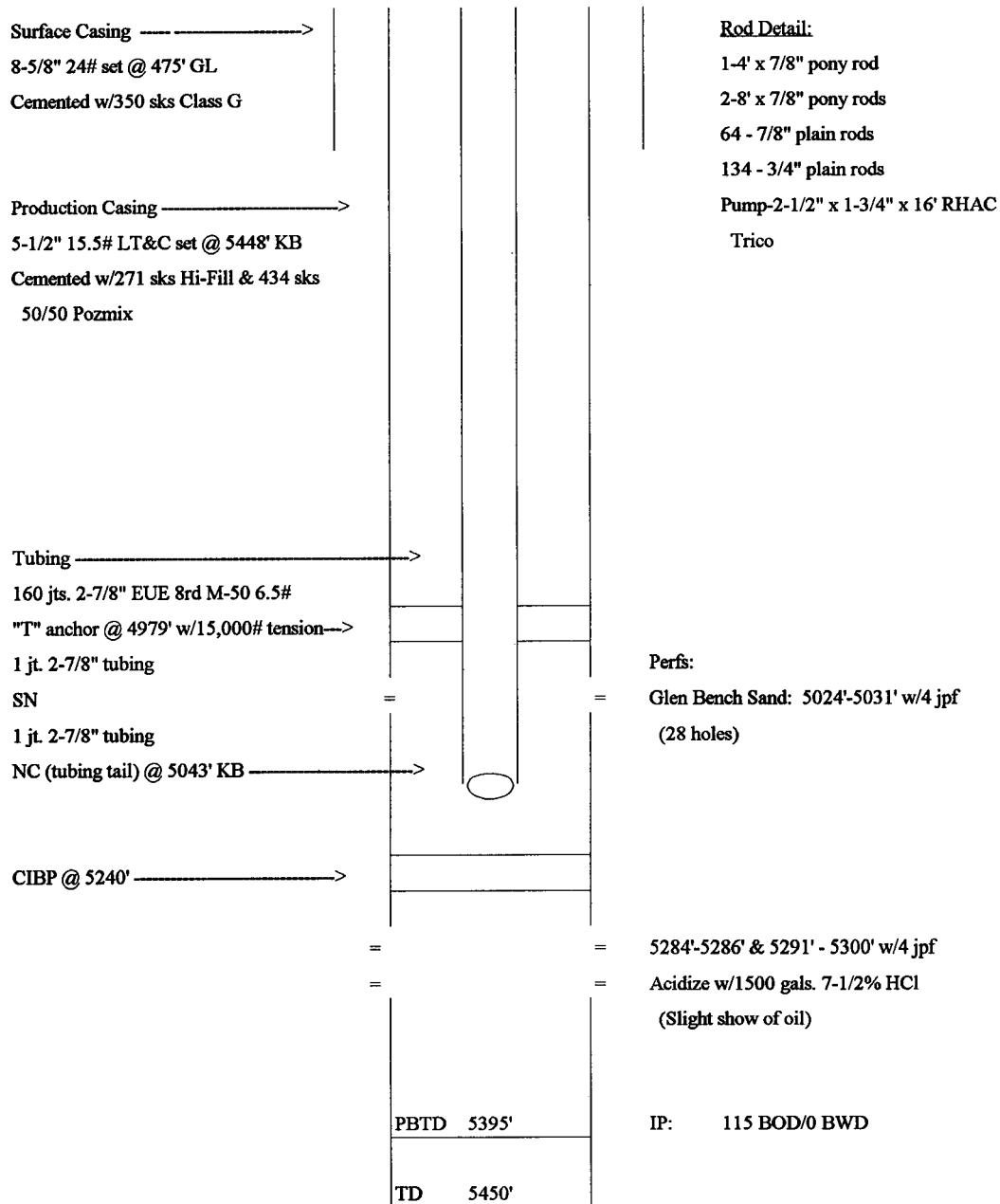
ITEM 29: "Sacks Cement": Attached supplemental records for this well should show the details of any multiple stage cementing and the location of the cementing tool.

ITEM 33: Submit a separate completion report on this form for each interval to be separately produced (see instruction for items 22 and 24 above).

37. SUMMARY OF POROUS ZONES:			38. GEOLOGIC MARKERS			
Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries.						
Formation	Top	Bottom	Description, contents, etc.	Name	Mass. Depth	True Vert. Depth
Uinta	Surface	2707'	Sandstone & Shale	Sage Grouse Zone	3650'	3650'
Green River	2707'	5385'	Oil shale, lacustrine shale, limestone, dolomite, sandstone	"X" Marker	4320'	4320'
Wasatch	5385'	TD	Shale, mudstone, sandstone--red/brown.	"Y" Marker Glen Bench Sandstone	4838'	4838'
					5023'	5023'

Well Name: **Glen Bench 11-16-8-22**
Location: **NESW Sec. 16, T8S, R22E**
Field: **Glen Bench**
Spud Date: **6/5/97**
Completed: **7/18/97**

Date: **7/20/97**
County: **Uintah**
State: **Utah**
KB: **4903'**
GL: **4891'**



STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
ENTITY ACTION FORM - FORM 6

OPERATOR CHANDLER & ASSOCIATES
ADDRESS _____

OPERATOR ACCT. NO. N 3320

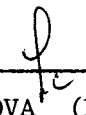
ACTION CODE	CURRENT ENTITY NO.	NEW ENTITY NO.	API NUMBER	WELL NAME	WELL LOCATION					SPUD DATE	EFFECTIVE DATE
					QQ	SC	TP	RG	COUNTY		
A	99999	12219	43-047-32857	GLEN BENCH 11-16-8-22	NESW	16	8S	22E	UINTAH	6-8-97	
WELL 1 COMMENTS: *GLEN BENCH UNIT;OPER REQ INDIVIDUAL ENTITY NUMBERS FOR WELLS WITHIN UNIT. ENTITY ADDED 9-15-97.											
WELL 2 COMMENTS:											
WELL 3 COMMENTS:											
WELL 4 COMMENTS:											
WELL 5 COMMENTS:											

ACTION CODES (See instructions on back of form)

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (explain in comments section)

NOTE: Use COMMENT section to explain why each Action Code was selected.

(3/89)

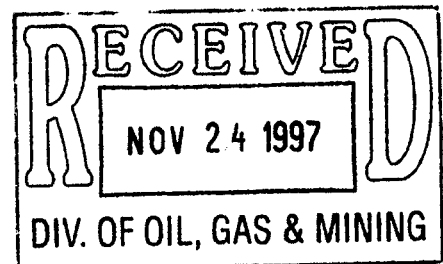

L. CORDOVA (DOGM)
Signature
ADMIN. ANALYST
Title
9-15-97
Date
Phone No. ()

STAT F UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT – for such proposals		6. Lease Designation and Serial Number ML-22049																										
		7. Indian Allottee or Tribe Name N/A																										
		8. Unit or Communitization Agreement Glen Bench Unit																										
		9. Well Name and Number Glen Bench 11-16-8-22																										
1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other (specify)		10. API Well Number 43-047-32857																										
2. Name of Operator Chandler & Associates, Inc.		11. Field and Pool, or Wildcat Glen Bench																										
3. Address of Operator 475 17th Street, Suite 1000	4. Telephone Number 970-675-8451																											
5. Location of Well Footage : 2399' FSL, 2116' FWL County : Uintah QQ, Sec, T., R., M. : NESW Sec. 16, T8S, R22E State : Utah																												
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<input checked="" type="checkbox"/> Other <u>Site Security Plan</u>																												

13. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised of the attached Site Security Plan as required for this facility. This plan will be updated as changes in the facility occur.



14. I hereby certify that the foregoing is true and correct

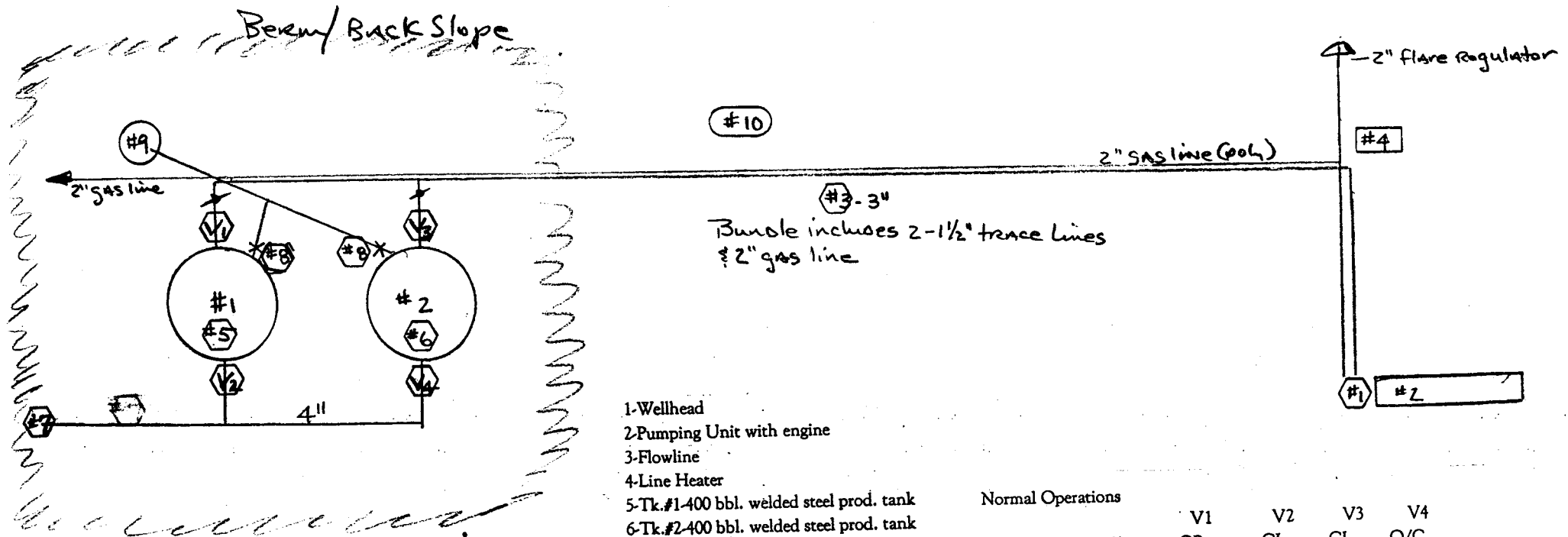
Name & Signature Jim Simonton

(State Use Only)

Title Operations Supervisor

Date **10/29/97**

CHANDLER AND ASSOC.
 Site Security Diagram
 Glen Bench Unit
 Glen Bench 11-16-18-22
 Unit #UTU-73974X
 API#: 43-047-32857
 2399' FSL and 2116' FWL (NESW)
 Sec.16-T8S-R22E
 Uintah Co., Utah



- 1-Wellhead
- 2-Pumping Unit with engine
- 3-Flowline
- 4-Line Heater
- 5-Tk.#1-400 bbl. welded steel prod. tank
- 6-Tk.#2-400 bbl. welded steel prod. tank
- 7-4" oil sales load line
- 8-2" drain lines
- 9-80 bbl. open top water tank
- 10-Propane tank

V1-Production Valve for oil tank #1
 V2-Sales Valve for oil tank #1
 V3-Production Valve for oil tank #2
 V4-Sales Valve for oil tank #2

Normal Operations

		V1	V2	V3	V4
Tank #1	Prod. Phase	OP	CL	CL	O/C
	Sales Phase	CL	O/C	OP	CL
Tank #2	Prod. Phase	CL	O/C	OP	CL
	Sales Phase	OP	CL	CL	O/C

OP=Open valve CL=Closed valve O/C=Could be open or closed
 Note: The entire system is a closed system with access through sealed valves. The Site Security Plan is available and on file at our offices in Rangely, CO. and Denver, CO.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT – for such proposals		6. Lease Designation and Serial Number 7. Indian Allottee or Tribe Name 8. Unit or Communitization Agreement 9. Well Name and Number 10. API Well Number 11. Field and Pool, or Wildcat
1. Type of Well <input type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other (specify) _____ 2. Name of Operator <i>Shenandoah Energy Inc.</i> 3. Address of Operator <i>475 17th Street, Suite #1000 Denver, Colorado 80202</i> 4. Telephone Number <i>303-295-0400</i> 5. Location of Well Footage : Please see attached spreadsheet County : QQ, Sec. T., R., M. : State :		
12. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA		

NOTICE OF INTENT

(Submit in Duplicate)

<input type="checkbox"/> Abandonment	<input type="checkbox"/> New Construction
<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Pull or Alter Casing
<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Recompletion
<input type="checkbox"/> Conversion to Injection	<input type="checkbox"/> Shoot or Acidize
<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Vent or Flare
<input type="checkbox"/> Multiple Completion	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Other _____	

Approximate Date Work Will Start _____

SUBSEQUENT REPORT

(Submit Original Form Only)

<input type="checkbox"/> Abandonment *	<input type="checkbox"/> New Construction
<input type="checkbox"/> Casing Repair	<input type="checkbox"/> Pull or Alter Casing
<input type="checkbox"/> Change of Plans	<input type="checkbox"/> Shoot or Acidize
<input type="checkbox"/> Conversion to Injection	<input type="checkbox"/> Vent or Flare
<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Water Shut-Off
<input checked="" type="checkbox"/> Other <u>Change of Operator</u>	

Date of Work Completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION AND LOG form.

* Must be accompanied by a cement verification report.

13. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that effective 1/1/200 Chandler & Associates, Inc has changed its name to Shenandoah Energy Inc. Shenandoah Energy Inc. is responsible under the terms and conditions of the lease for the operation conducted upon the leased lands.

Shenandoah Energy Inc. is bonded in the amount of \$80,000.00 to the School and Inst. Trust Lands via a name change rider filed with the State. Continental Casualty Bond # 159261960.

14. I hereby certify that the foregoing is true and correct.

Name & Signature Thomas D. Taylor

Title Production Geologist Date 05/25/2000

(State Use Only)

RECEIVED

MAY 30 2000

**DIVISION OF
OIL, GAS AND MINING**

SHENANDOAH ENERGY INC.
UTAH OPERATED WELLS

A.P.I. #	ENTITY	WELL NAME	WELL #	LOCATION	FIELD NAME	PROD. ZONE	FORMATION	WELL TYPE	AGREEMENT
43-047-15090-00	04915	WRU	#31-4	SWSE 4, 8S-22E	WHITE RIVER		GREENRIVER	WSW	8910035090
43-047-15081-00	04915	WRU	#16-9	SWSE 9, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-15084-00	04915	WRU	#20-9	NESW 9, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-15087-00	04915	WRU	#25-9	NENE 9, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-31354-00	05170	WRU	#43-16	NENW 16, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	
43-047-31399-00	09915	WRU	#45-16	NENE 16, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	
43-047-32052-00	11468	DESERT SPRINGS FED.	#20-1	NESW 20, 10S-18E	WILDCAT	GRRV	GREEN RIVER	OW	
43-013-32088-00	12497	W. DESERT SPRING	#11-20	NESW 20, 10S-17E	WILDCAT	WSTC	WASATCH	OW	
43-013-32057-00	12497	W. RIVER BEND	#16-17-10-17	SESE 17, 10S-17E	WILDCAT	GRRV	GREEN RIVER	OW	
43-013-31888-00	12497	W. RIVER BEND	#3-12-10-15	NENW 12, 10S-15E	WILDCAT	GRRV	GREEN RIVER	OW	
43-013-32084-00	12497	WILKIN RIDGE	#13-23	SWSW 23, 10S-16E	WILDCAT	WSTC	GREEN RIVER	OW	
43-047-33163-00		DESERT SPRING	#7-30-10-18	SWNE 30, T10S-R18E	APD	WSTC			

RECEIVED

MAY 30 2000

DIVISION OF
OIL, GAS AND MINING

RECEIVED

MAY 30 2000

DIVISION OF OIL, GAS AND MINING

SHENANDOAH ENERGY INC. UTAH OPERATED WELLS

A.P.I. #	ENTITY	WELL NAME	WELL #	LOCATION	FIELD NAME	PROD. ZONE	FORMATION	WELL TYPE	AGREEMENT
43-015-30168-00	10684	BUZZARD BENCH FED	#6-3	SENW 3, 19S-7E	BUZZARD BENCH	FRSD	FERRON	GW	8910204190
43-015-30229-00	10670	BUZZARD BENCH FED	#3-24	SESW 3, 19S-7E	BUZZARD BENCH	FRSD	FERRON	GW	8910204190
43-015-30110-00	10685	FERRON FED	#16-20	SESE 20, 17S-8E	BUZZARD BENCH	FRSD	FERRON	OW	
43-015-30257-00	11837	FERRON FEDERAL	#7-12-19-7	SWNE 12, 19S-7E	BUZZARD BENCH	FRSD	UPPER FERRON	GW	
43-015-30000-00		FERRON FEDERAL	#16-9-10-7	SESE 9, 19S-7E	FERRON		FERRON	DRG	
43-015-3025300	11836	FERRON STATE	#4-36	SWNW 36, 18S-7E	BUZZARD BENCH	FRSD	FERRON	GW	
43-015-30222-00	11029	ORANGEVILLE FED	#1-11	NENE 11, 19S-7E	BUZZARD BENCH	FRSD	UPPER FERRON	GW	891020388A
43-015-30221-00	10600	ORANGEVILLE FED	#4-1	NWNW 1, 19S-7E	BUZZARD BENCH	FRSD	UPPER FERRON	GW	
43-015-30102-00	10920	ORANGEVILLE ST	#1-36	SESE 36, 18S-7E	BUZZARD BENCH	FRSD	UPPER FERRON	GW	8910203880
43-015-30179-00	00535	ORANGEVILLE STATE	#10-2	NWSE 2, 19S-7E	BUZZARD BENCH	FRSD	LOWER FERRON	GW	891020388A
43-015-30108-00	10978	ORANGEVILLE UNIT	#16-6	SESE 6, 18S-8E	BUZZARD BENCH	FRSD	FERRON	OW	
43-047-33164-00	12496	DESERT SPRING	#16-19-10-18	SESE 19, 10S-18E	DESERT SPRING	GRRV	GREEN RIVER	OW	
43-047-3316200	12523	DESERT SPRING	#3-29-10-18	NWNE 29, 10S-18E	DESERT SPRING	GRRV	GREEN RIVER	OW	
43-047-32493-00	11630	E COYOTE FEDERAL	#14-4-8-25	SESW 4, 8S-25E	EAST COYOTE FEDERAL	GRRV	GREENRIVER	OW	
43-047-31555-00	09497	ANTELOPE DRAW	#2-17-4C	SESW 17, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-31556-00	09498	ANTELOPE DRAW	#3-17-3C	SESE 17, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-32476-00	11862	GLEN BENCH	#8-19	SENE 19, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-31257-00	11587	GLEN BENCH FED	#44-19	L 20 19, 8S-22W	GLEN BENCH	GRRV	GREEN RIVER	OW	UTU73974X
43-047-31355-00	11588	GLEN BENCH FED	#13-20	NWSW 20, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-31356-00	06135	GLEN BENCH FED	#22-20	SENW 20, 8S-22E	GLEN BENCH		GREEN RIVER	WIW	UTU73974X
43-047-31433-00	06196	GLEN BENCH FED	#31-20	NWNE 20, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-31008-00	06045	GLEN BENCH FED	#31-30	L 6 30, 8S-22E	GLEN BENCH	GRRV	GREEN RIVER	OW	UTU73974X
43-047-31260-00	06050	GLEN BENCH FED	#22-30	SENW 30, 8S-22E	GLEN BENCH	GRRV	GREEN RIVER	OW	UTU73974X
43-047-32549-00	11716	GLEN BENCH STATE	#6-16	SENW 16, 8S-22E	GLEN BENCH	GRRV	GREENRIVER	OW	UTU73974X
43-047-32582-00	11716	GLEN BENCH STATE	#7-16	SENE 16, 8S-22E	GLEN BENCH		GREENRIVER	WIW	UTU73974X
43-047-32583-00	11732	GLEN BENCH STATE	#12-16	NWSW 16, 8S-22E	GLEN BENCH		GREENRIVER	WIW	UTU73974X
43-047-32756-00	11955	GLEN BENCH UNIT	#15-19-8-22	SWSE 19, 8S-22E	GLEN BENCH		GREEN RIVER	WIW	UTU73974X
43-047-32755-00	12014	GLEN BENCH UNIT	#4-30-8-22	NWNW 30, 8S-22E	GLEN BENCH	GRRV	GREEN RIVER	OW	UTU73974X
43-047-32857-00	12219	GLEN BENCH UNIT	#11-16-8-22	NESW 16, 8S-22E	GLEN BENCH	GRGBS	GREEN RIVER	OW	UTU73974X
43-013-3147700	12248	UTD WALTON	#26-03	NENW 26, 9S-16E	MONUMENT BUTTE	GRRV	GREEN RIVER	OW	
43-047-33252-00	12527	GLEN BENCH STATE	#2-36-8-21	NENW 36, 8S-21E	NATURAL BUTTES	WSTC	WASATCH	GW	
43-047-33037-00	12377	GLEN BENCH STATE	#8A-36-8-21	SWNE 36, 8S-21E	NATURAL BUTTES	WSTC	WASATCH	GW	
43-047-33038-00	12378	GLEN BENCH STATE	#6-36-8-21	SENW 36, 8S-21E	NATURAL BUTTES	WSTC	WASATCH	GW	
43-047-32746-00	11944	SAGE GROUSE FEDERAL	#6-14-8-22	SENW 14, 8S-22E	NATURAL BUTTES	GRRV	GREEN RIVER	GW	
43-047-32724-00	12361	SAGE GROUSE FEDERAL	#8-36-8-21	SENE 36, 8S-21E	NATURAL BUTTES	GRRV	GREEN RIVER	GW	
43-047-3309500	12528	WHITE RIVER UNIT	#13-35-8-22	SWSW 35, 8S-22E	NATURAL BUTTES	WSTC	WASATCH	GW	891003509B
43-047-3306100	12528	WHITE RIVER UNIT	#15-35-8-22	SWSE 35, 8S-22E	NATURAL BUTTES	WSTC	WASATCH	GW	891003509B
43-047-3275400	12003	FLU KNOLLS FED.	#23-3	NESW 3, 10S-18E	UTELAND BUTTE	GRRV	GREEN RIVER	OW	
43-047-15083-00	04915	WHITE RIVER UNIT	#19-9	SWNE 9, 8S-22E	WHITE RIVER		GREENRIVER	WIW	891003509D
43-047-15080-00	04915	WRU	#15-9	NESE 9, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-15085-00	04915	WRU	#24-10	NESW 10, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-15086-00	04915	WRU	#27-10	SWNE 10, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	891003509D
43-047-31561-00	10000	WRU	#47-10	L1 10, 8S-22E	WHITE RIVER	GRRV	GREENRIVER	OW	



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

In Reply Refer To:
3100
U-058 et al
(UT-932)

JUN 5 2000

NOTICE

Shenandoah Operating Company, LLC : Oil and Gas Leases
475 17th Street, Suite 1000 :
Denver, CO 80202 :

Name Change Recognized

Acceptable evidence has been received in this office concerning the change of name of Chandler & Associates, LLC to Shenandoah Operating Company, LLC on Federal oil and gas leases.

The oil and gas lease files identified on the enclosed exhibit have been noted as to the name change. The exhibit was compiled from a list of leases obtained from our automated records system. We have not abstracted the lease files to determine if the entity affected by the name change holds an interest in the leases identified nor have we attempted to identify leases where the entity is the operator on the ground maintaining no vested record title or operating rights interests. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of the name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

A rider to statewide Surety Bond No. 124 29 03 64 (BLM Bond No. UT0969) changing the name on the bond from Chandler & Associates, LLC to Shenandoah Energy Inc. has been accepted by this office effective January 26, 2000. However, the rider makes no mention of Shenandoah Operating Company, LLC. A rider to the above bond adding the name of Shenandoah Operating Company, LLC needs to be submitted to this office.

/s/ Robert Lopez

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit of Leases

RECEIVED

JUN 06 2000

DIVISION OF
OIL, GAS AND MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

N REPLY REFER TO
UT-931

August 24, 2000

Attn: Scott M. Webb
Shenandoah Energy Inc.
465 17th Street, Suite 1000
Denver, Colorado 80202

Re: Glen Bench Unit
Uintah County, Utah

Gentlemen:

On August 24, 2000, we received an indenture dated August 18, 2000, whereby Shenandoah Operating Company, L.L.C. resigned as Unit Operator and Shenandoah Energy Inc. was designated as Successor Unit Operator for the Glen Bench Unit, Uintah County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective August 24, 2000. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the Glen Bench Unit Agreement.

Your statewide (Utah) oil and gas bond No. 0969 will be used to cover all operations within the Glen Bench Unit.

It is requested that you notify all interested parties of the change in unit operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Vernal (w/enclosure)
Division of Oil, Gas & Mining
Minerals Adjudication Group U-932
File - Glen Bench Unit (w/enclosure)
MMS - Data Management Division
Agr. Sec. Chron
Fluid Chron

UT931:TAThompson:tt:8/24/00

Results of query for MMS Account Number UTU73974X

API Number	Operator	Well Name	Well Status	Lease or CA Number	Inspection Item	Township	Range	Section	Qu
4304731008	CHANDLER & ASSOCIATES LLC	31-30 GLEN BENCH	POW	UTU9617	UTU73974X	8S	22E	30	NW
4304731257	CHANDLER & ASSOCIATES LLC	44-19 GLENBENCH	ABD	UTU9617	UTU73974X	8S	22E	19	SE
4304731260	CHANDLER & ASSOCIATES LLC	22-30 BENCH GLEN	TA	UTU9617	UTU73974X	8S	22E	30	SE
4	CHANDLER & ASSOCIATES LLC	49-16 WHITE RIVER	POW	STATE	UTU73974X	8S	22E	16	NE
4304731355	CHANDLER & ASSOCIATES LLC	13-20 NGC	POW	UTU9617	UTU73974X	8S	22E	20	NW
4304731356	CHANDLER & ASSOCIATES LLC	22-20 NGC	WIW	UTU69001	UTU73974X	8S	22E	20	SE
4304731399	CHANDLER & ASSOCIATES LLC	45-16 WHITE RIVER	POW	STATE	UTU73974X	8S	22E	16	NE
4304731433	CHANDLER & ASSOCIATES LLC	31-20 FEDERAL	POW	UTU69001	UTU73974X	8S	22E	20	NW
4304731555	CHANDLER & ASSOCIATES LLC	2-17-4C ANTELOPE	POW	UTU65276	UTU73974X	8S	22E	17	SE
4304731556	CHANDLER & ASSOCIATES LLC	3-17-3C ANTELOPE	POW	UTU65276	UTU73974X	8S	22E	17	SE
	CHANDLER								

4304732476	& ASSOCIATES LLC	GLEN BENCH 8-19	POW	UTU65404	UTU73974X	8S	22E	19	SEI
4304732549	CHANDLER & ASSOCIATES LLC	GLEN BENCH 6-16	POW	STATE	UTU73974X	8S	22E	16	SEI
4304732582	CHANDLER & ASSOCIATES LLC	GLEN BENCH 7-16	WIW	STATE	UTU73974X	8S	22E	16	SW
4304732583	CHANDLER & ASSOCIATES LLC	GLEN BENCH 12-16	WIW	STATE	UTU73974X	8S	22E	16	NW
4304732718	CHANDLER & ASSOCIATES LLC	GLEN BENCH 8-17	P+A	UTU65276	UTU73974X	8S	22E	17	SEI
4304732755	CHANDLER & ASSOCIATES LLC	4-30-8-22	POW	UTU9617	UTU73974X	8S	22E	30	NW
4304732756	CHANDLER & ASSOCIATES LLC	GLEN BENCH 15-19	POW WIW	UTU9617	UTU73974X	8S	22E	19	SW
4304732857	CHANDLER & ASSOCIATES LLC	GLEN B 11-16-8-22	POW	STATE	UTU73974X	8S	22E	16	NE

DISCLAIMER for online data: No warranty is made by the BLM for use of the data for purposes not intended by the BLM.

1. GLH	4-KAS
2. CDW ✓	5-BJO ✓
3. JLT	6-FILE

Merger

TO: (New Operator):
SHENANDOAH ENERGY INC
Address: 475 17TH STREET STE 1000
DENVER, CO 80202
Phone: 1-(303)-295-0400
Account N4235

Unit: GLEN BENCH

[illegible]

05/30/2000

3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 11/02/2000
4. Is the new operator registered in the State of Utah: YES Business Number: 1467732-0143
5. If **NO**, the operator was contacted on: _____
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the (merger, name change, or operator change for all wells listed on Federal or Indian leases on: 06/05/2000
7. **Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: 08/24/2000
8. **Federal and Indian Communization Agreements ("CA"):** The BLM or the BIA has approved the operator change for all wells listed involved in a CA on: N/A
9. **Underground Injection Control ("UIC") Pro:** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 11/02/2000
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 11/02/2000
3. Bond information entered in RBDMS on: _____
4. Fee wells attached to bond in RBDMS on: _____

STATE BOND VERIFICATION:

1. State well(s) covered by Bond No.: 159261960

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed has furnished a bond: N/A
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A
3. (R649-2-10) The **FORMER** operator of the Fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

FILMING:

1. All attachments to this form have been **MICROFILMED** on: 3.2.01

FILING:

1. **ORIGINALS/COPIES** of all attachments pertaining to each individual well have been filed in each well file on: _____

COMMENTS:



May 28, 2003

Division of Oil, Gas, & Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Attention: John Baza/Jim Thompson

Gentlemen:

This will serve as notice that through the internal corporate changes described below, activities formerly conducted in the name of either Shenandoah Operating Company, LLC (SOC) and/or Shenandoah Energy, Inc. (SEI) will hereafter be conducted in the name of QEP Uinta Basin, Inc.: i) the Shenandoah entities were purchased in July, 2001 by Questar Market Resources, Inc., which is a mid-level holding company for the non-utility businesses of Questar Corporation, ii) Shenandoah Operating Company, LLC has now been merged into Shenandoah Energy, Inc. (SEI), iii) Shenandoah Energy, Inc. has now been re-named **QEP Uinta Basin, Inc.** pursuant to a State of Delaware Amended and Restated Certificate of Incorporation, iv) the same employees will continue to be responsible for operations of the former SOC and SEI properties, both in the field and in the office. Accordingly, the change involves only an internal corporate name change and no third party change of operator is involved. Please alter your records to reflect the entity name change. Attached is a spreadsheet listing all wells affected by this change.

Should you have any questions, please call me at 303 - 308-3056.

Yours truly,

Frank Nielsen
Division Landman

Enclosure

RECEIVED

JUN 02 2003

DIV. OF OIL, GAS & MINING

.I (N4235) to QEP (N2460) GLEN BENCH U

well_name	Sec	T	R	api	Entity	Lease Type	type	stat	
ANTELOPE DRAW 2-17-4C	17	080S	220E	4304731555	13727	Federal	OW	P	
ANTELOPE DRAW 3-17-3C	17	080S	220E	4304731556	13727	Federal	OW	S	
FED 31-20	20	080S	220E	4304731433	13727	Federal	OW	P	
GLEN BENCH 31-30	30	080S	220E	4304731008	13727	Federal	OW	P	
GLEN BENCH 4-30-8-22	30	080S	220E	4304732755	13727	Federal	OW	TA	
GLEN BENCH 8-19	19	080S	220E	4304732476	13727	Federal	OW	P	
NGC 13-20	20	080S	220E	4304731355	13727	Federal	OW	P	
WHITE RIVER U 16-9	09	080S	220E	4304715081	4915	Federal	OW	S	
GLEN BENCH U 11-16-8-22	16	080S	220E	4304732857	13727	State	OW	P	
WHITE RIVER U 43-16	16	080S	220E	4304731354	5170	State	OW	P	
WHITE RIVER U 45-16	16	080S	220E	4304731399	13727	State	OW	P	
GLEN BENCH FED 22-20	20	080S	220E	4304731356	13727	Federal	WI	A	
GLEN BENCH U 15-19-8-22	19	080S	220E	4304732756	13727	Federal	WI	A	
GLEN BENCH ST 12-16	16	080S	220E	4304732583	13727	State	WI	A	
GLEN BENCH ST 6-16	16	080S	220E	4304732549	13727	State	WI	A	
GLEN BENCH ST 7-16	16	080S	220E	4304732582	13727	State	WI	A	



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

IN REPLY REFER TO
UT-922

June 9, 2003

QEP Uinta Basin, Inc.
1050 17th Street, Suite 500
Denver, Colorado 80265

Re: Glen Bench Enhanced Recovery Unit
Uintah County, Utah

Gentlemen:

On May 30, 2003, we received an indenture dated February 1, 2003, whereby Shenandoah Energy, Inc. changed its name and QEP Uinta Basin, Inc. was designated as Successor Unit Operator for the Glen Bench Enhanced Recovery Unit, Uintah County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective June 9, 2003. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under Glen Bench Enhanced Recovery Unit Agreement.

Your nationwide (Eastern States) oil and gas bond No. B000024 will be used to cover all operations within the Glen Bench Enhanced Recovery Unit.

It is requested that you notify all interested parties of the name change of unit operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ Robert A. Henricks

Robert A. Henricks
Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Vernal (w/enclosure)
SITLA
Division of Oil, Gas & Mining
Minerals Adjudication Group
File – Glen Bench Enhanced Recovery Unit (w/enclosure)
Agr. Sec. Chron
Fluid Chron

UT922:TAThompson:tt:6/9/03

JUL 07 2003

3104 (932.34)WF
Nationwide Bond ESB000024

NOTICE

QEP Uinta Basin, Inc.
1050 17th Street Suite 500
Denver, Colorado 80265

:
: Oil and Gas
: lease
:

Name Change Recognized

Acceptable evidence has been filed in this office concerning the name change of Shenandoah Energy Incorporated into QEP Uinta Basin, Incorporated. QEP Uinta Basin, Incorporated is the surviving entity. This name change is recognized effective April 17, 2003.

Eastern States will notify the Minerals Management Service and all applicable Bureau of Land Management offices of the change by a copy of this notice.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this notice.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/Wilbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning,
Use and Protection

bc: JFO,MMS, ES RF, 930 RF, 932.34 RF, E-932: wbf:07 /07/03:440-1536/ QEP Uinta Basin
MFU

1. GLH
2. CDW
3. FILE

Designation of Agent/Operator

Merger

[illegible]

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 6/2/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/2/2003
3. The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6/19/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 5292864-0151
5. If **NO**, the operator was contacted contacted on:

6. (R649-9-2) Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 7/21/2003

8. **Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 7/21/2003

9. **Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: n/a

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: n/a

DATA ENTRY:

1. Changes entered in the Oil and Gas Database on: 8/28/2003
2. Changes have been entered on the Monthly Operator Change Spread Sheet on: 8/28/2003
3. Bond information entered in RBDMS on: n/a
4. Fee wells attached to bond in RBDMS on: n/a

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 965-003-032

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: ESB000024

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: 799446

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 965-003-033
2. The **FORMER** operator has requested a release of liability from their bond on: n/a
The Division sent response by letter on: n/a

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: n/a

COMMENTS:

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET

ROUTING

1. DJJ
2. CDW

Change of Operator (Well Sold)

X - Operator Name Change/Merger

The operator of the well(s) listed below has changed, effective:

1/1/2007

FROM: (Old Operator):

N2460-QEP Uinta Basin, Inc.
 1050 17th St, Suite 500
 Denver, CO 80265

Phone: 1 (303) 672-6900

TO: (New Operator):

N5085-Questar E&P Company
 1050 17th St, Suite 500
 Denver, CO 80265

Phone: 1 (303) 672-6900

CA No.				Unit:		GLEN BENCH UNIT		
WELL NAME		SEC TWN RNG		API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SEE ATTACHED LISTS					*			

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 4/19/2007
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 4/16/2007
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 1/31/2005
- Is the new operator registered in the State of Utah: Business Number: 764611-0143
- (R649-9-2) Waste Management Plan has been received on: IN PLACE
- Inspections of LA PA state/fee well sites complete on: n/a
- Reports current for Production/Disposition & Sundries on: n/a
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM 4/23/2007 BIA
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 4/23/2007
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: _____
- Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: _____

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 4/30/2007 and 5/15/2007
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 4/30/2007 and 5/15/2007
- Bond information entered in RBDMS on: 4/30/2007 and 5/15/2007
- Fee/State wells attached to bond in RBDMS on: 4/30/2007 and 5/15/2007
- Injection Projects to new operator in RBDMS on: 4/30/2007 and 5/15/2007
- Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: ESB000024
- Indian well(s) covered by Bond Number: 799446
- (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 965003033
- The **FORMER** operator has requested a release of liability from their bond on: n/a

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: n/a

COMMENTS: THIS IS A COMPANY NAME CHANGE.

SOME WELL NAMES HAVE BEEN CHANGED AS REQUESTED

QEP Uinta Basin (N2460) to QUESTAR E and P (N5085)
 GLEN BENCH (ENHANCED RECOVERY) UNIT

4/30/2007 and 5/15/2007

Original Well Name	Well Name & No.	Q/Q	SEC	TWP	RNG	API	Entity	Lease	Well Type	Status
GB 8D-20-8-22	GB 8D-20-8-22	SENE	20	080S	220E	4304737665	15977	Federal	GW	DRL
WHITE RIVER U 16-9	WR 16-9	SWSE	09	080S	220E	4304715081	4915	Federal	OW	S
GLEN BENCH 31-30	GLEN BENCH 31-30	NWNE	30	080S	220E	4304731008	13727	Federal	OW	P
NGC 13-20	GB 13-20	NWSW	20	080S	220E	4304731355	13727	Federal	OW	P
GLEN BENCH FED 22-20	GB 22-20	SENW	20	080S	220E	4304731356	13727	Federal	WI	A
FED 31-20	GB 31-20	NWNE	20	080S	220E	4304731433	13727	Federal	OW	P
ANTELOPE DRAW 2-17-4C	GB 2-17	SESW	17	080S	220E	4304731555	13727	Federal	OW	P
ANTELOPE DRAW 3-17-3C	GB 3-17	SESE	17	080S	220E	4304731556	13727	Federal	OW	S
GLEN BENCH 8-19	GB 8-19	SENE	19	080S	220E	4304732476	13727	Federal	OW	P
GLEN BENCH 4-30-8-22	GB 4-30-8-22	NWNW	30	080S	220E	4304732755	13727	Federal	OW	S
GLEN BENCH U 15-19-8-22	GB 15-19-8-22	SWSE	19	080S	220E	4304732756	13727	Federal	WI	A
OU GB 1G-19-8-22	OU GB 1G-19-8-22	NENE	19	080S	220E	4304734696	13727	Federal	OW	S
OU GB 2W-30-8-22	GB 2ML-30-8-22	NWNE	30	080S	220E	4304735080	14816	Federal	GW	P
GB 8ML-17-8-22	GB 8ML-17-8-22	SENE	17	080S	220E	4304737995		Federal	GW	APD
WHITE RIVER U 43-16	WR 43-16	NENW	16	080S	220E	4304731354	5170	State	OW	S
WHITE RIVER U 45-16	GB 45-16	NENE	16	080S	220E	4304731399	13727	State	OW	P
GLEN BENCH ST 6-16	GB 6-16	SENW	16	080S	220E	4304732549	13727	State	WI	A
GLEN BENCH ST 7-16	GB 7-16	SWNE	16	080S	220E	4304732582	13727	State	WI	A
GLEN BENCH ST 12-16	GB 12-16	NWSW	16	080S	220E	4304732583	13727	State	WI	A
GLEN BENCH U 11-16-8-22	GB 11-16-8-22	NESW	16	080S	220E	4304732857	13727	State	OW	P
GB 1MU-16-8-22	GB 1MU-16-8-22	NENE	16	080S	220E	4304734656	14251	State	GW	P
OU GB 7W-16-8-22	OU GB 7W-16-8-22	SWNE	16	080S	220E	4304734659	13747	State	GW	P

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: see attached
2. NAME OF OPERATOR: QUESTAR EXPLORATION AND PRODUCTION COMPANY		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: see attached
3. ADDRESS OF OPERATOR: 1050 17th Street Suite 500 CITY Denver STATE CO ZIP 80265		7. UNIT or CA AGREEMENT NAME: see attached
4. LOCATION OF WELL FOOTAGES AT SURFACE: attached		8. WELL NAME and NUMBER: see attached
PHONE NUMBER: (303) 308-3068		9. API NUMBER: attached
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:		10. FIELD AND POOL, OR WILDCAT:
COUNTY: Uintah		STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: 1/1/2007	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: Operator Name Change
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective January 1, 2007 operator of record, QEP Uinta Basin, Inc., will hereafter be known as QUESTAR EXPLORATION AND PRODUCTION COMPANY. This name change involves only an internal corporate name change and no third party change of operator is involved. The same employees will continue to be responsible for operations of the properties described on the attached list. All operations will continue to be covered by bond numbers:

Federal Bond Number: 965002976 (BLM Reference No. ESB000024)

Utah State Bond Number: 965003033

Fee Land Bond Number: 965003033

Current operator of record, QEP UINTA BASIN, INC., hereby resigns as operator of the properties as described on the attached list.

Successor operator of record, QUESTAR EXPLORATION AND PRODUCTION COMPANY, hereby assumes all rights, duties and obligations as operator of the properties as described on the attached list

Jay B. Neese, Executive Vice President, QEP Uinta Basin, Inc.

Jay B. Neese, Executive Vice President
Questar Exploration and Production Company

NAME (PLEASE PRINT) Debra K. Stanberry TITLE Supervisor, Regulatory Affairs
SIGNATURE DATE 3/16/2007

(This space for State use only)

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APR 19 2007

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL: OIL WELL ☐ GAS WELL ☐ OTHER _____

2. NAME OF OPERATOR:

QUESTAR EXPLORATION AND PRODUCTION COMPANY

3. ADDRESS OF OPERATOR:

1050 17th Street Suite 500 Denver

STATE CO ZIP 80265

PHONE NUMBER:

(303) 308-3068

4. LOCATION OF WELL:

FOOTAGES AT SURFACE: attached

COUNTY: Uintah

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:

UTAH

5. LEASE DESIGNATION AND SERIAL NUMBER:
see attached

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
see attached

7. UNIT or CA AGREEMENT NAME:
see attached

8. WELL NAME and NUMBER:
see attached

9. API NUMBER:
attached

10. FIELD AND POOL, OR WILDCAT:

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION

☒ NOTICE OF INTENT
(Submit in Duplicate)

Approximate date work will start:

1/1/2007

☐ SUBSEQUENT REPORT
(Submit Original Form Only)

Date of work completion:

TYPE OF ACTION

☐ ACIDIZE

☐ ALTER CASING

☐ CASING REPAIR

☐ CHANGE TO PREVIOUS PLANS

☐ CHANGE TUBING

☐ CHANGE WELL NAME

☐ CHANGE WELL STATUS

☐ COMMINGLE PRODUCING FORMATIONS

☐ CONVERT WELL TYPE

☐ DEEPEN

☐ FRACTURE TREAT

☐ NEW CONSTRUCTION

☐ OPERATOR CHANGE

☐ PLUG AND ABANDON

☐ PLUG BACK

☐ PRODUCTION (START/RESUME)

☐ RECLAMATION OF WELL SITE

☐ RECOMPLETE - DIFFERENT FORMATION

☐ REPERFORATE CURRENT FORMATION

☐ SIDETRACK TO REPAIR WELL

☐ TEMPORARILY ABANDON

☐ TUBING REPAIR

☐ VENT OR FLARE

☐ WATER DISPOSAL

☐ WATER SHUT-OFF

☒ OTHER: Well Name Changes

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

PER THE ATTACHED LIST OF WELLS, QUESTAR EXPLORATION AND PRODUCTION COMPANY REQUESTS THAT THE INDIVIDUAL WELL NAMES BE UPDATED IN YOUR RECORDS.

NAME (PLEASE PRINT) Debra K. Stanberry

TITLE Supervisor, Regulatory Affairs

SIGNATURE

DATE 4/17/2007

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APR 19 2007

DIV. OF OIL, GAS & MINING



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155



IN REPLY REFER TO
3180
UT-922

April 23, 2007

Questar Exploration and Production Company
1050 17th Street, Suite 500
Denver, Colorado 80265

Re: Glen Bench Enhanced Recovery Unit
Uintah County, Utah

Gentlemen:

On April 12, 2007, we received an indenture dated April 6, 2007, whereby QEP Uinta Basin, Inc. resigned as Unit Operator and Questar Exploration and Production Company was designated as Successor Unit Operator for the Glen Bench Enhanced Recovery Unit, Uintah County, Utah.

This indenture was executed by all required parties and the signatory parties have complied with Sections 5 and 6 of the unit agreement. The instrument is hereby approved effective April 23, 2007. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approval that would entitle it to conduct operations under the Glen Bench Enhanced Recovery Unit Agreement.

Your nationwide oil and gas bond No. ESB000024 will be used to cover all federal operations within the Glen Bench Enhanced Recovery Unit.

It is requested that you notify all interested parties of the change in unit operator. Copies of the approved instruments are being distributed to the appropriate federal offices, with one copy returned herewith.

Sincerely,

/s/ Greg J. Noble

Greg J. Noble
Acting Chief, Branch of Fluid Minerals

Enclosure

bcc: Field Manager - Vernal (w/enclosure)
SITLA
Division of Oil, Gas & Mining
File - Glen Bench Enhanced Recovery Unit (w/enclosure)
Agr. Sec. Chron
Reading File
Central Files

UT922:TAThompson:tt:4/23/07

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APR 30 2007

DIV. OF OIL, GAS & MINING

Division of Oil, Gas and Mining
OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
 CDW

Change of Operator (Well Sold)

X - Operator Name Change

The operator of the well(s) listed below has changed, effective:

6/14/2010

FROM: (Old Operator): N5085-Questar Exploration and Production Company 1050 17th St, Suite 500 Denver, CO 80265 Phone: 1 (303) 308-3048	TO: (New Operator): N3700-QEP Energy Company 1050 17th St, Suite 500 Denver, CO 80265 Phone: 1 (303) 308-3048
--	--

CA No.				Unit:		GLEN BENCH ENH REC		
WELL NAME	SEC TWN RNG			API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
SEE ATTACHED								

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

- (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 6/28/2010
- (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 6/28/2010
- The new company was checked on the **Department of Commerce, Division of Corporations Database** on: 6/24/2010
- a. Is the new operator registered in the State of Utah: Business Number: 764611-0143
- a. (R649-9-2) Waste Management Plan has been received on: Requested
- b. Inspections of LA PA state/fee well sites complete on: n/a
- c. Reports current for Production/Disposition & Sundries on: ok
- Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: BLM 8/16/2010 BIA not yet
- Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 8/16/2010
- Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: N/A
- Underground Injection Control ("UIC")** Division has approved UIC Form 5 Transfer of Authority to **Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: 6/29/2010

DATA ENTRY:

- Changes entered in the **Oil and Gas Database** on: 6/30/2010
- Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 6/30/2010
- Bond information entered in RBDMS on: 6/30/2010
- Fee/State wells attached to bond in RBDMS on: 6/30/2010
- Injection Projects to new operator in RBDMS on: 6/30/2010
- Receipt of Acceptance of Drilling Procedures for APD/New on: n/a

BOND VERIFICATION:

- Federal well(s) covered by Bond Number: ESB000024
- Indian well(s) covered by Bond Number: 965010693
- a. (R649-3-1) The **NEW** operator of any state/fee well(s) listed covered by Bond Number 965010695
- b. The **FORMER** operator has requested a release of liability from their bond on: n/a

LEASE INTEREST OWNER NOTIFICATION:

- (R649-2-10) The **NEW** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: n/a

COMMENTS:

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER:
See attached

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
See attached

7. UNIT or CA AGREEMENT NAME:
See attached

8. WELL NAME and NUMBER:
See attached

9. API NUMBER:
Attached

10. FIELD AND POOL, OR WILDCAT:
See attached

1. TYPE OF WELL
OIL WELL ☐ GAS WELL ☐ OTHER _____

2. NAME OF OPERATOR:
Questar Exploration and Production Company *N5085*

3. ADDRESS OF OPERATOR:
1050 17th Street, Suite 500 CITY Denver STATE CO ZIP 80265 PHONE NUMBER: (303) 672-6900

4. LOCATION OF WELL
FOOTAGES AT SURFACE: See attached

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

COUNTY: Attached

STATE: UTAH

11 CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: <u>6/14/2010</u>	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: <u>Operator Name Change</u>
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Effective June 14, 2010 Questar Exploration and Production Company changed its name to QEP Energy Company. This name change involves only an internal corporate name change and no third party change of operator is involved. The same employees will continue to be responsible for operations of the properties described on the attached list. All operations will continue to be covered by bond numbers:

Federal Bond Number: 965002976 (BLM Reference No. ESB000024)

Utah State Bond Number: ~~965003033~~

Fee Land Bond Number: ~~965003033~~

BIA Bond Number: ~~789446~~ *965010693*

N3700

The attached document is an all inclusive list of the wells operated by Questar Exploration and Production Company. As of June 14, 2010 QEP Energy Company assumes all rights, duties and obligations as operator of the properties as described on the list

NAME (PLEASE PRINT) Morgan Anderson TITLE Regulatory Affairs Analyst

SIGNATURE *Morgan Anderson* DATE 6/23/2010

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JUN 28 2010

DIV. OF OIL, GAS & MINING

(See Instructions on Reverse Side)

APPROVED 6/13/2010

Earlene Russell
Division of Oil, Gas and Mining
Earlene Russell, Engineering Technician

Questar Exploration Production Company (N5085) to QEP Energy Company (N3700)
 GLEN BENCH ENH REC
 effective June 14, 2010

well_name	sec	tpw	rng	api	entity	mineral lease	type	stat	C
GLEN BENCH 31-30	30	080S	220E	4304731008	13727	Federal	OW	P	
WR 43-16	16	080S	220E	4304731354	5170	State	OW	P	
GB 13-20	20	080S	220E	4304731355	13727	Federal	OW	S	
GB 45-16	16	080S	220E	4304731399	13727	State	OW	P	
GB 31-20	20	080S	220E	4304731433	13727	Federal	OW	P	
GB 2-17	17	080S	220E	4304731555	13727	Federal	OW	P	
GB 3-17	17	080S	220E	4304731556	13727	Federal	OW	TA	
GB 8-19	19	080S	220E	4304732476	13727	Federal	OW	P	
GB 4-30-8-22	30	080S	220E	4304732755	13727	Federal	OW	S	
GB 11-16-8-22	16	080S	220E	4304732857	13727	State	OW	P	
GB 1MU-16-8-22	16	080S	220E	4304734656	14251	State	GW	P	
OU GB 7W-16-8-22	16	080S	220E	4304734659	13747	State	GW	P	
OU GB 1G-19-8-22	19	080S	220E	4304734696	13727	Federal	OW	P	
GB 2ML-30-8-22	30	080S	220E	4304735080	14816	Federal	GW	P	
GB 8D-20-8-22	20	080S	220E	4304737665	15977	Federal	GW	P	
GB 13AML-17-8-22	17	080S	220E	4304739227		Federal	GW	APD	C
GB 4DML-20-8-22	20	080S	220E	4304739228		Federal	GW	APD	C
GB 12DML-20-8-22	20	080S	220E	4304739229		Federal	GW	APD	C
GB 16BML-19-8-22	19	080S	220E	4304739233		Federal	GW	APD	C



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155
<http://www.blm.gov/ut/st/en.html>



IN REPLY REFER TO:
3100
(UT-922)

JUL 28 2010

Memorandum

To: Vernal Field Office, Price Field Office, Moab Field Office
From: Chief, Branch of Minerals *Roger L Bankert*
Subject: Name Change Recognized

Attached is a copy of the Certificate of Name Change issued by the Texas Secretary of State and a decision letter recognizing the name change from the Eastern States Office. We have updated our records to reflect the name change in the attached list of leases.

The name change from **Questar Exploration and Production Company** into **QEP Energy Company** is effective June 8, 2010.

cc: MMS
UDOGM

RECEIVED

AUG 16 2010

DIV. OF OIL, GAS & MINERAL